

TRONOX HOLDINGS PLC
HUMAN RESOURCES AND COMPENSATION COMMITTEE

Effective as of November 1, 2022

I. Statement of Purpose

The purpose of the Human Resources and Compensation Committee (the “Committee”) is to discharge the responsibilities of the Board of Directors (the “Board”) of Tronox Holdings plc (the “Company”) primarily relating to the compensation and benefits of the Company’s executive officers as set forth below, as well as overseeing matters relating to management development and succession.

II. Organization

A. *Charter.* At least annually, this charter shall be reviewed and reassessed by the Committee and any proposed changes shall be submitted to the Board for approval.

B. *Members.* The Committee shall be comprised of at least three members, each of whom shall meet the independence requirements of applicable law and listing rules of the New York Stock Exchange, as well as any applicable policies of the Board. In addition, each member must qualify as a “non-employee” director for purposes of Rule 16b-3 of the Securities Exchange Act of 1934, as amended, and, to the extent relevant, as an “outside director” for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended; provided however, that any inadvertent non-compliance shall not impair the authority of the Committee or the validity of any actions taken by the Committee and, in such instance, the Committee may establish a sub-committee as necessary for compliance with those applicable laws.

C. *Term and Committee Chair.* The members of the Committee shall be recommended by the Corporate Governance and Sustainability Committee and approved by the Board. The Board shall appoint the members of the Committee for such term or terms as the Board may determine or until a member’s earlier resignation or removal, and shall designate a committee chair (the “Committee Chair”). The members of the Committee may be replaced or removed by the Board at any time in the Board’s sole discretion.

D. *Quorum; Action by Committee.* The Committee shall meet at least 4 times each fiscal year, and such meetings of the Committee may be held in person, electronically or telephonically. A majority of the members of the Committee shall constitute a quorum. All determinations of the Committee shall be made by a majority of its members present at a meeting duly called and held, or where only two members are present and constitute a quorum, by unanimous vote. Any decision or determination of the Committee reduced to writing and signed by all of the members of the Committee (including by means of electronic transmission) shall be as fully effective as if such decision or determination had been made at a meeting duly called and held.

III. Responsibilities

The following shall be the principal responsibilities of the Committee:

A. *CEO Compensation.* The Committee shall annually review and approve the annual and long-term performance goals and objectives applicable to the CEO's compensation and shall assess the CEO's performance and achievement with respect to such goals and objectives. The Committee shall make recommendations to the independent members of the Board with respect to approval of the CEO's compensation on the basis of such assessment and shall consider such factors as it deems appropriate, including Company performance, shareholder return, risk management, chief executive officer compensation levels at comparable companies and the prior compensation awarded to the CEO. In evaluating and determining CEO and other executive officer compensation, the Committee shall consider the results of the most recent shareholder advisory vote on executive compensation.

B. *Other Executive Officers.* The Committee shall annually review the performance of executive officers, including receiving feedback from the CEO, and determine and approve the compensation of all such officers (including incentive compensation plans and equity-based plans) other than the CEO.

C. *Employment and Severance Agreements.* Review and approve any employment or severance agreement applicable to any of the Company's executive officers, other than the CEO. The Committee shall review and recommend to the independent members of the Board the employment or severance agreement of the CEO.

D. *Incentive Compensation.* In determining incentive compensation for the CEO and other executive officers of the Company, the Committee shall consider, among other factors it deems appropriate from time to time, the Company's performance and relative shareholder return (or other criteria) during such periods as the Committee may deem appropriate, the value of similar incentive awards to persons holding comparable positions at comparable companies and the awards given to management in prior years. The Committee shall make recommendations to the Board with respect to the establishment and terms of incentive-compensation and equity-based plans and shall administer such plans, including determining any awards to be granted to management under any such plan approved by the Board and implemented by the Company.

E. *Peer Companies.* The Committee shall periodically review and approve the group of companies used by the Company for peer comparisons of pay and/or performance.

F. *Other Benefit Plans.* The Committee shall periodically review the management of the Company's benefit plans to evaluate their equity, soundness and adequacy. In addition, the Committee shall approve any material changes to the Company's employee retirement and benefit plans such as retaining or replacing trustees under the Company's benefit plans.

G. *Compensation Policies.* The Committee shall review and approve policies, including any clawback, anti-hedging or pledging policies, and guidelines related to the compensation of the CEO and other executive officers, including any share ownership requirements, and periodically monitor compliance.

H. *Risk Oversight.* The Committee shall review the Company's incentive compensation arrangements and assess whether they encourage excessive risk taking. Review and discuss annually the relationship between risk management practices and policies and compensation, and consider controls or changes that could mitigate any such risk.

I. *Compensation Disclosure and Annual Committee Report.* The Committee shall review the Compensation Discussion and Analysis section proposed for inclusion in the Company's annual proxy statement, and based upon such review, recommend to the Board whether or not such section shall be so included. In addition, the Committee shall annually prepare a report for inclusion in the Company's annual proxy statement.

J. *Human Rights and Labor Rights.* The Committee shall oversee the Company's programs and plans relating to cultural awareness, human rights and labor rights that may have strategic, business or reputational implications for the Company.

K. *Organizational Culture.* The Committee shall periodically review the Company's strategy, initiatives and programs relating to the Company's culture.

L. *Succession.* The Committee shall, with the assistance of the CEO, identify, evaluate and recommend to the Board potential successor to the CEO and other executive officers. The Committee shall report annually to the Board as to such succession plans.

M. *Committee Performance Evaluation.* The Committee shall evaluate its performance on an annual basis.

N. *Access to Records; Consultants and Advisers.* The Committee may retain, in its sole discretion, the advice of a compensation consultant, legal counsel or other advisers, and be responsible for the appointment, termination, compensation and oversight of the work of any such adviser. The Company shall provide for funding, as determined by the Committee, for the payment of fees to any such adviser and to pay any other ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. In retaining an adviser, the Committee must evaluate the adviser's independence and any potential conflict of interest taking into account such factors as it considers appropriate or as may be required by the NYSE listing rules or applicable law. At least annually, the Committee shall review the independence, conflicts of interest and performance of each adviser. The Committee shall have full access to all books, records, facilities and personnel of the Company.

O. *Delegation.* The Committee may, as appropriate, delegate any of its responsibilities to a subcommittee or as otherwise permitted by the terms of any compensation or benefit plan, program, policy, agreement or arrangement provided by the Committee or the Board.

P. *Other Duties.* The Committee shall make regular reports to the Board and also carry out such other duties that may be delegated to it by the Board from time to time.