

**TRONOX HOLDINGS PLC**  
**CORPORATE GOVERNANCE AND SUSTAINABILITY COMMITTEE CHARTER**

**Effective as of May 3, 2023**

**I. Statement of Purpose**

The Corporate Governance and Sustainability Committee (the “Committee”) is a standing committee of the Board of Directors (the “Board”) of Tronox Holdings plc (the “Company”). The purpose of the Committee is to (i) identify individuals qualified to become members of the Board; (ii) recommend director nominees for each annual general meeting of shareholders of the Company; (iii) recommend nominees for election to fill any vacancies on the Board; (iv) recommend directors for membership on committees of the Board; (v) develop and recommend to the Board corporate governance guidelines applicable to the Company; and (vi) promote, support, monitor and assess the Company’s corporate social responsibility and sustainability programs, including environmental, health and safety initiatives. The Committee shall also lead the annual review of the performance of the Board and each of its standing committees.

**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 composed of at least three members. Each of the Committee’s members shall meet the requirements for corporate governance and nominating committee members as set forth in the listing rules of the New York Stock Exchange (“NYSE”) and any other requirements of applicable law.

C. *Term and Committee Chair.* 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.* Meetings of the Committee may be held in person 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**

#### **Governance-Related**

The following shall be the principal governance-related responsibilities of the Committee:

A. *Director Selection Criteria.* The Committee shall recommend to the Board qualification standards and other criteria to be considered in selecting director nominees, which shall reflect at a minimum any requirements of applicable law or listing rules, independence qualifications, the terms of any shareholder agreements, as well as a candidate's integrity, strength of character, judgment, business experience, specific areas of expertise, ability to devote sufficient time to attendance at and preparation for Board meetings, factors relating to the composition of the Board (including its size and structure) and principles of diversity.

B. *Director Recruitment.* The Committee shall identify and screen potential nominees to fill positions on the Board consistent with the qualification standards and other criteria approved by the Board. The Committee shall consider potential director candidates recommended by shareholders of the Company that are submitted in accordance with the procedures set forth in the Company's Corporate Governance Guidelines, organizational documents, any shareholder agreements and applicable law.

C. *Consideration of Incumbent Directors for Further Term.* In connection with its annual recommendation of director nominees, the Committee shall assess the contributions of incumbent directors eligible for nomination for a further term.

D. *Recommendation to Board.* The Committee shall recommend to the Board all nominees to be proposed by the Company for election to the Board, as well as actions with respect to individuals nominated by third parties.

E. *Governance Guidelines.* The Committee shall recommend to the Board corporate governance guidelines addressing, among other matters, the size, composition and responsibilities of the Board and its Committees, including its oversight of management and consultations with management. The corporate governance guidelines shall be periodically reviewed by the Committee, and the Committee shall make recommendations to the Board with respect to changes to the guidelines.

F. *Advice as to Committee Membership and Operations.* The Committee shall advise the Board with respect to the charters, structure and operations of the various committees of the Board and qualifications for membership thereon, including any policies for removal of members and rotation of members among other committees of the Board. The Committee shall also periodically review the make-up of the Board and its committees, and make recommendations to the Board, as appropriate, regarding which directors should serve on the various committees, and which directors should be appointed as Chairpersons of such committees.

G. *Evaluation of Board.* The Committee shall recommend to the Board procedures for annual evaluations of the performance of the Board and its standing committees, and shall lead the process implemented for conducting such evaluations. The Committee Chair shall report the

Committee's conclusions to the Board and may make recommendations to the Chairman of the Board regarding changes that the Committee deems appropriate for consideration by the Board.

*H. Review of Certain Transactions with Directors, Officers and Other Related Persons.* The Committee shall, in accordance with the Company's policy regarding related person transactions, review and, where required, approve or ratify the Company's transactions with directors, officers of the Company or, as defined in such policy, other related persons or recommend in accordance with UK law that a related party transaction is to be approved by shareholders.

*I. Committee Performance Evaluation.* The Committee shall evaluate its performance on an annual basis and develop criteria for such evaluation. The Committee Chair shall report the Committee's conclusions to the Board and may make recommendations for improvement to the Board.

*J. Oversight of Political Activities.* The Committee shall oversee the Company's political advocacy activities and any Political Action Committee that the Company shall establish from time to time.

*K. Non-Employee Director Compensation.* The Committee shall 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.

*L. Director Remuneration Report and Director Remuneration Policy.* As required by applicable law, the Committee shall prepare the director remuneration report that shall be presented by the Board to shareholders for approval, which shall be prepared in accordance with the relevant requirements of the Companies Act 2006. In addition, the Committee shall, at least every three years (or earlier, if so directed by the Board), prepare the director remuneration policy that shall also be presented by the Board to shareholders for approval, which shall also be prepared in accordance with the relevant requirements of the Companies Act 2006.

## **Environment, Health, Safety and Sustainability**

The following shall be the principal responsibilities of the Committee related to corporate social responsibility including environmental, health, safety and sustainability ("EHS&S"):

*A. Corporate Social Responsibility and Sustainability.* The Committee shall consider corporate social responsibility and sustainability issues that may have strategic, business and reputational implications for the Company and ensure that the Company's strategic plan and business goals have adequately considered the Company's corporate social responsibility and sustainability policies, priorities and plans.

*B. Public Disclosure on EHS&S.* The Committee shall monitor the process for preparing the Company's annual Sustainability Report and shall review, and be consulted on, such Report prior to its publication. In addition, the Committee will collaborate with the Company's Audit Committee as and when the need arises to ensure linkage and alignment between the annual sustainability report and sustainability-related disclosure standards mandated by the Securities

and Exchange Commission or any generally accepted accounting principles to which the Company is subject.

C. *EHS&S Target Setting.* The Committee shall annually review the Company's short-, medium- and long-term EHS&S goals and targets, including greenhouse gas reduction targets, and the resources allocated by the Company for achieving those goals and targets. In addition, the Committee will collaborate with the Human Resources and Compensation Committee on establishing annual EHS&S targets for inclusion in the Company's annual incentive plan.

D. *Review of EHS&S Program.* The Committee shall periodically review and assess the Company's processes and procedures with respect to its EHS&S program and initiatives, including the Company's progress toward the enhancement of its global reputation, social responsibility, and the stewardship and sustainability of its products and operations.

E. *Review ERM Process Relating to EHS&S.* The Committee shall annually evaluate the adequacy and effectiveness of the Company's enterprise risk management process relating to identifying and managing EHS&S risks.

F. *Periodic Review of Code of Conduct and Other Policies.* The Committee shall periodically review the Company's Code of Ethics and Business Conduct, as well as any other governance and EHS&S-related policies the Committee deems appropriate, and based upon such review, recommend any changes to the Board.

## **Other**

The following powers and authority shall be applicable to the Committee's Governance and EHS&S responsibilities:

A. *Access to Records, Input, Consultants and Others.* The Committee shall have the authority and responsibility to retain, oversee and terminate outside legal counsel, any search firm used to identify director candidates or other advisors or consultants (each, a "Consultant") to assist the Committee in performing its duties, to approve the terms of any such engagement and to set the fees paid to such Consultant. Except as explicitly prohibited by this charter, the listing rules of the NYSE or applicable law, the Committee may also solicit input from any directors, officers or employees of the Company, including the Chief Sustainability Officer and other appropriate members of management with oversight of EHS&S matters, and may request that any officer or other employee of the Company meet with any members of, or Consultants to, the Committee. The Committee shall have full access to all books, records, facilities and personnel of the Company.

B. *Funding.* The Committee shall have the authority to determine the appropriate funding (which shall be supplied by the Company at the request of the Committee) for the payment of compensation to any Consultants engaged by the Committee and for the payment of ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

C. *Delegation.* The Committee may delegate any of its responsibilities to a subcommittee, as appropriate.

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