



Director Independence Standards

A member of the Board of Directors of Tronox Incorporated (the "Company") who satisfies the following requirements is not considered to have a material relationship with the Company and is deemed to be independent.

- a) within the prior three years the director was not an employee and none of the director's immediate family members was an executive officer of the Company or any of its subsidiaries;
- b) neither the director nor any of the director's immediate family members received during any twelve-month period within the prior three years more than \$100,000 in direct compensation from the Company or any of its subsidiaries other than:
 - (i) director and committee fees;
 - (ii) pension or other forms of deferred compensation for prior service; provided, however, that such compensation is not contingent in any way on continued service;
 - (iii) with respect to the director, compensation received for former service as an interim Chairman or interim executive officer; and
 - (iv) with respect to the director's immediate family members compensation received as an employee of the Company or any of its subsidiaries;
- c) the director is not a current partner or employee of the firm that acts as internal or external auditor of the Company or any of its subsidiaries and, within the prior three years, did not personally work on the audit of the Company or any of its subsidiaries as a partner or employee of such a firm;
- d) neither the director nor any of the director's immediate family members was within the prior three years employed as an executive officer of another company where any of the Company's or its subsidiaries' present executives served at the time on that company's compensation committee;
- e) the director is not a current employee of, and none of the director's immediate family members is an executive officer of, another company that has made payments to, or received payments from (excluding contributions to tax exempt organizations), the Company or any of its subsidiaries for property or services in an amount which in any of the prior three fiscal years exceeded the greater of \$1 million or 2% of the other company's consolidated gross revenues;
- f) neither the director nor the director's spouse, minor children or adult children sharing the director's home is an executive officer or director of or has an interest in a charitable organization that received contributions from the Company or any of its subsidiaries in an amount which in any single fiscal year exceeds \$100,000, unless the Board determines that the relationship is not material; and
- g) none of the director's immediate family members (i) is a current partner of the firm that acts as internal or external auditor of the Company or any of its subsidiaries, (ii) is a current employee of such a firm and participates in the firm's audit, assurance or tax compliance (but not tax planning) practice or (iii) within the prior three years, personally worked on the audit of the Company or any of its subsidiaries as a partner or employee of such a firm.

For purposes of these Director Independence Standards, the term "executive officer" has the same meaning specified for the term "officer" in Rule 16a-1(f) under the Securities Exchange Act of 1934 and the term "immediate family member" means the director's spouse, parents, children, siblings, in-laws or persons (other than a domestic employee) who share the director's home.