



Corporate Governance & Nominating Committee Charter

Structure and Operations

This charter adopted by the Board of Directors (the “Board”) of Tronox Limited (the “Company”) governs the operations of the Corporate Governance & Nominating Committee (the “Committee”) of the Board. The Committee shall consist of at least two directors, each of whom shall be “independent” within the meaning of the applicable listing rules of the New York Stock Exchange as may be amended from time to time (the “NYSE”).

Committee members shall be appointed by the Board and shall hold their offices until their successors are appointed and qualified, or until their earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. All vacancies in the Committee shall be filled by the Board. The Board shall designate one of the members as Chairman of the Committee, and the Committee shall keep a separate book of minutes of its proceedings and actions.

The Committee shall meet periodically, as deemed necessary by the Chairman of the Committee. All meetings shall be at the call of the Chairman of the Committee. Except as otherwise provided herein, a majority of the members of the Committee shall constitute a quorum for the transaction of business and the Committee may act only upon approval of a majority of its members. The action of the Committee at a meeting at which a quorum is present shall be the act of the Committee. The Committee may act in writing by the unanimous consent of its members.

The Committee may form one or more subcommittees, each of which may take such actions as may be delegated by the Committee. Pursuant to the terms and conditions of the Company’s Constitution, the Class A Non-affiliated directors (as defined in the Constitution) who comprise the Committee shall be responsible for the initial nomination of a Class A director or the approval of such Class A director appointment, election or re-election. In addition, pursuant to the terms and conditions of the Constitution, if applicable, such Class A Non-affiliated directors who comprise the Committee shall nominate for appointment as a director the persons identified in a written nomination signed by the holders of a majority of the Class B Shares to be Class B Directors.

The Committee shall periodically report on its activities to the Board and make such recommendations and findings as it deems appropriate. The Committee may, in its sole discretion and at the Company’s expense, retain and terminate legal, accounting or other consultants or experts, including search firms, it deems necessary in the performance of its duties and without having to seek the approval of the Board.

Purpose

The Committee shall provide assistance to the Board by:

- developing and recommending qualification standards and other criteria for selecting new directors, overseeing evaluations of the Board, individual Board members and the Board committees; and
- developing and recommending to the Board a set of corporate governance principles applicable to the Company and otherwise taking a leadership role in shaping the corporate governance of the Company.

In addition, subject to the terms and conditions of the Company’s Constitution, the Class A Non-affiliated directors who comprise the Committee shall provide further assistance to the Board by:

- identifying individuals qualified to become Board members consistent with qualification standards and other criteria approved by the Board and recommending to the Board such individuals as nominees to the Board for its approval.

Duties and Responsibilities

The following functions shall be the common recurring activities of the Committee in fulfilling its purpose. These functions shall serve as a guide with the understanding that the Committee may carry out additional functions and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory, legal or other conditions.

1. Develop and recommend qualification standards and other criteria for selecting nominees for director.
2. Establish procedures for, and administer annual performance evaluations of the Board, its committees and individual Board members.
3. Perform a review and evaluation of the performance of the Committee and any subcommittee and its respective members, including by reviewing the compliance of the Committee with this charter. In addition, the Committee shall review and

reassess, at least annually, the adequacy of this charter and recommend to the Board of Directors any improvements to this charter that the Committee considers necessary or valuable. The Committee shall conduct such evaluations and reviews in such manner as it deems appropriate.

4. Review periodically the makeup of the Board and its committees and recommend, as appropriate, changes in the number, function or membership.
5. Review periodically, and not less than annually, the Company's Corporate Governance Guidelines; General Code of Ethics; Code of Ethics for Executive Officers and Principal Accounting Personnel; confidential information and insider trading policies and any similar Company codes and policies, and, based on such periodic review, recommend changes to the Board as deemed appropriate. The Committee shall have oversight over the Company's Corporate Governance Guidelines and policies governing the full Board as they relate to matters concerning the selection of individuals to serve on the Board. The Corporate Governance Guidelines for the Company are incorporated in this charter.
6. Develop and recommend to the Board for adoption policies designed to encourage the highest levels of corporate conduct by the Board, the Company and its officers, employees and agents.
7. Consider questions of possible conflicts of interest involving Board members, senior officers and key employees.
8. This Committee may perform any other activities consistent with this charter, the Company's corporate governance documents and applicable listing standards, laws and regulations as the Committee or the Board considers appropriate and report to the full Board the major items covered by the Committee at each meeting thereof.

In addition, subject to the terms and conditions of the Company's Constitution, the following functions shall be further common recurring activities of the Class A Non-affiliated directors who comprise the Committee in fulfilling its purpose.

1. Screen and recommend to the Board nominees for election as directors of the Company, including nominees recommended by shareholders of the Company, and appoint individuals to fill vacancies on the Board, subject to legal rights, if any, of third parties to nominate or appoint directors.
2. Consider the performance of incumbent directors in determining whether to recommend them to stand for reelection at the annual general meeting of shareholders.

Miscellaneous

This Committee charter is not intended to change or augment the obligations of the Company or its directors or management under the federal securities or any state laws or to create new standards for determining whether directors or management have fulfilled their duties, including fiduciary duties under applicable law.

This Committee charter is effective as of the date indicated below. Changes to this charter may only be made with the approval of the Board.

Adopted effective as of March 8, 2017