



Tronox and FTC File Joint Motion to Delay Appeal Schedule

February 12, 2019

Joint motion reflects progress in settlement discussions to address issues raised by the FTC

STAMFORD, Conn., Feb. 12, 2019 /PRNewswire/ -- Tronox Limited (NYSE: TROX) ("Tronox" or the "Company"), a global mining and inorganic chemicals company, today confirmed that it and the staff of the Federal Trade Commission have filed a joint motion with the FTC Commissioners requesting a delay of the remaining appeals deadlines. The filing of the joint motion reflects progress in advancing settlement discussions regarding a remedy transaction intended to resolve the Commission's competitive concerns with Tronox's pending acquisition of the titanium dioxide (TiO₂) business of The National Titanium Dioxide Company Limited (Cristal). Tronox has proposed to address the FTC's concerns through a divestiture of all Cristal's North American TiO₂ business including its two-plant Ashtabula TiO₂ complex to INEOS Enterprises (INEOS), a division of INEOS, for a cash purchase price of \$700 million.



"Tronox and the staff of the FTC have made significant progress in our settlement discussions and all parties continue to work constructively and diligently to address concerns raised by the FTC," said Jeffrey N. Quinn, president and chief executive officer of Tronox. "We continue to believe that INEOS' demonstrated success in operating chemical businesses will inject new energy into the North American TiO₂ industry to the benefit of consumers. We appreciate the diligence and attention given by all parties to advancing remedy discussions so we may finalize the Cristal acquisition and turn our focus toward unlocking value for our shareholders and better serving our global customers."

About Tronox

Tronox Limited is a vertically integrated mining and inorganic chemical business. The company mines and processes titanium ore, zircon and other minerals, and manufactures titanium dioxide pigments that add brightness and durability to paints, plastics, paper and other everyday products. For more information, visit tronox.com.

About Cristal

Cristal (also known as The National Titanium Dioxide Company Limited) operates eight manufacturing plants in seven countries on five continents and employs approximately 4,100 people worldwide. Cristal is owned 79 percent by Tasnee (a listed Saudi joint-stock company) and 20 percent by Gulf Investment Corporation (GIC), a company equally owned by the six states of the Gulf Cooperation Council (GCC), headquartered in Kuwait. One percent of the company is owned by Dr. Talal A. Al-Shair, who also serves as vice chairman, Tasnee and chairman of Cristal.

About INEOS

INEOS Enterprises is comprised of a portfolio of businesses manufacturing and distributing chemical products from its facilities and offices in Europe, USA, Canada, and Asia with global sales of more than €1bn. INEOS Enterprises is focused on meeting the developing needs of its customers and rapid growth both through acquisition and through investment in new manufacturing facilities/products.

Forward-Looking Statements

Statements in this release that are not historical are forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995. These forward-looking statements, which are subject to known and unknown risks, uncertainties and assumptions about us, may include projections of our future financial performance based on our growth strategies and anticipated trends in our business. These statements are only predictions based on our current expectations and projections about future events. There are important factors that could cause our actual results, level of activity, performance or achievements to differ materially from the results, level of activity, performance or achievements expressed or implied by the forward-looking statements. These and other risk factors are discussed in the company's filings with the Securities and Exchange Commission (SEC), including those under the heading entitled "Risk Factors" in our Annual Report on Form 10-K for the year ended December 31, 2017.

Specifically, there can be no assurance that the proposed remedy transaction will be accepted by the FTC Commissioners and that our proposed acquisition of Cristal's TiO₂ business will be consummated. There can also be no assurance that we will be able to complete the re-domicile transaction from Australia to the United Kingdom and that we will be able to complete the transaction with Exxaro. Moreover, we operate in a very competitive and rapidly changing environment. New risks and uncertainties emerge from time to time, and it is not possible for our management to predict all risks and uncertainties, nor can management assess the impact of all factors on our business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements. Although we believe the expectations reflected in the forward-looking statements are reasonable, we cannot guarantee future results, level of activity, performance or achievements. Neither we nor any other person assumes responsibility for the accuracy or completeness of any of these forward-looking statements. You should not rely upon forward-looking statements as predictions of future events. Unless otherwise required by applicable laws, we undertake no

obligation to update or revise any forward-looking statements, whether because of new information or future developments.

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