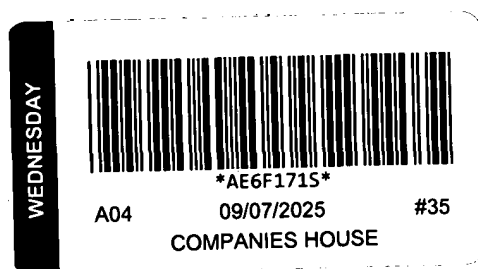

TRONOX PIGMENT UK LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024



TRONOX PIGMENT UK LIMITED

COMPANY INFORMATION

DIRECTORS	S Kaye S Fodor M Keegel P Barnett
COMPANY SECRETARY	Broughton Secretaries Limited
REGISTERED NUMBER	00162303
REGISTERED OFFICE	Laporte Road Stallingborough Grimsby North East Lincolnshire DN40 2PR
INDEPENDENT AUDITORS	PricewaterhouseCoopers LLP 4th Floor, One Reading Central 23 Forbury Road Reading United Kingdom RG1 3JH
COUNTRY OF INCORPORATION	England & Wales
DOMICILE	United Kingdom

TRONOX PIGMENT UK LIMITED

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TRONOX PIGMENT UK LIMITED

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

The directors present their strategic report for the year ended 31 December 2024.

BUSINESS REVIEW

Principal Activities

Tronox Pigment UK Limited ('the Company') is a manufacturer, seller and global distributor of titanium dioxide.

The Company is a subsidiary of Tronox Holdings plc ("Tronox") a company listed on the New York Stock Exchange. The focus during the year aligned with Tronox values of being the best at what we do, while growing our future with the aim of being the benchmark for sustainability and leveraging what makes us unique.

The Company's operations produces numerous grades of titanium dioxide which are sold to customers to enhance durability and presentation of various products, including paper and plastics. Turnover for the year is £330,637,000 (2023: £293,178,000), which has increased by 13% from the previous year.

2024 saw the Company return to a profitable operating position. The operating profit for 2024 is £1,889,000 against an operating loss in 2023 of £19,667,000, resulting in an improvement of 110% on the previous year. The results are directly driven from an improvement in market conditions and therefore an increase in sales, more controlled manufacturing costs and improved plant reliability resulting in higher production volumes.

The Company continues to execute an Accounts Receivable securitization program which facilitates the entire accounts receivable balances being periodically sold to an affiliated Tronox special purpose entity. The purpose of the program is to enhance the Company's financial flexibility by providing additional liquidity.

An intercompany dividend of £4,133,000 (€5,000,000) (2023: £61,074,000 (€70,000,000)) was received by the Company which was used to reduce an intercompany loan note payable.

Whilst 2024 has resulted in operational profit, Q1 of 2025 showed further improvements of both production volume and customer demand as the market shows signs of a recovery.

The Company continues to have a strong focus on safety performance. Despite that, there was one lost working day in 2024 and two lost working days in 2023. The company believes that all injuries are preventable and is committed to ensuring similar incidents do not reoccur.

Political unrest

The Directors have reviewed and will continue to monitor the impact of the current political conflicts across the world. Such conflicts have continued to have an impact on supply chain routes, particularly for goods moving through the Red Sea and departing from South Africa. Similarly, the current volatility associated with changes in global trade tariffs which could have a future impact to the business. The Company has monitored and managed these issues such that they have not significantly impacted the business, and will continue to monitor this in future.

Functional Currency

The Company's functional currency is British Pounds.

TRONOX PIGMENT UK LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024**

FINANCIAL KEY PERFORMANCE INDICATORS

	2024	2023	Change
	£000	£000	%
Turnover	330,637	293,178	13%
Operating profit / (loss)	1,889	(19,667)	110%
Interest payable	8,292	8,488	-2%
Net assets	297,518	297,231	0%

Turnover improved by 13% as TiO2 market demand improved. Antidumping duties on titanium dioxide (TiO2) imports from China into the European Union was also a contributing factor in the back end of 2024 and has continued into 2025. Customer demand for volume increased by 19%, an improvement from the previous year.

An operating profit was recorded in 2024, as a result of improved plant reliability leading to higher production volumes, which increased by 19%. The use of single day planned maintenance events saw an operational improvement across the plant as it created a shift away from reactive maintenance.

Interest payable is stated without the impact of foreign exchange gains or losses and the company continues to maintain intercompany debt as the main source of finance for working capital requirements. The movement from 2023 to 2024 by 2% is due to repayments of intercompany loans.

Net assets remained in line with 2023 with the continued high levels of capital investment and higher levels of inventory resulting from higher production.

OTHER KEY PERFORMANCE INDICATORS

	2024	2023	Change %
Employee Lost Working Day Incidents	1	2	-50%
Average headcount for the year	359	358	0%

The site was impacted by 1 lost working day incident in 2024. The Company continues to focus heavily on all aspects of safety, looking to continually improve and ensure it remains a core value throughout the business. The Company remains fully focused on ensuring that the success in maintaining this standard continues into future years.

TRONOX PIGMENT UK LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

PRINCIPAL RISKS AND UNCERTAINTIES

The Company's financing arrangements expose it to a variety of financial risks that include the effects of changes in sales price risk, credit risk, foreign exchange risk, operational risk, market risk, regulatory risk, cashflow risk and liquidity risk.

Tronox manages various financial risks on behalf of the worldwide group and as such none of these risks are managed at the individual Company level.

The key risks relating to the Company are set out below.

Sales Price risk

The Company would be impacted if the sales price falls significantly therefore there is focus on maintaining low cost production to mitigate this risk, combined with competitive market pricing and high levels of quality.

Credit risk

Tronox Pigment UK Limited (the "Company") continues to operate an accounts receivable securitization program. Under this program, the Company periodically sells its entire accounts receivables to an affiliated Tronox special purpose entity (SPE). The aim of this program is to enhance the Company's financial flexibility by providing additional liquidity. Since the Company has transferred substantially all the risks and rewards associated with the accounts receivables to the SPE, the credit risk from customers is mitigated.

Foreign exchange risk

Foreign exchange rate changes can impact our balance sheet due to the translation of our assets and liabilities, the profit and loss account and other transactions denominated in other currencies. This risk is monitored at group level and mitigated where possible.

Operational risk

The cost of raw materials and utilities as well as the reliability of their supply, the reliability of the manufacturing plant of the Company and its subsidiaries and compliance to regulatory requirements may result in increased expenses or reduced results for the Company's or fellow group subsidiaries' operations. As a result, the Company and its investments may not yield the expected benefits. The company continues to monitor the impacts and makes necessary adjustments in order to lower the operational risk.

Market risk

A substantial portion of our products and raw materials are commodities that reprice as market supply and demand changes. Accordingly, product margins and the level of our profitability tend to vary with changes in the business cycle. TiO₂ prices may vary in the near term as ore prices and pigment prices are expected to further fluctuate over the next few years. We try to protect against such instability through various business strategies. These include provisions in sales contracts allowing us to pass on higher raw material costs through timely price increases and formula price contracts to transfer or share commodity price risk, as well as using varying contract term lengths and selling to a diverse mix of customers by geography and industry to reap the benefits of a diverse portfolio.

TRONOX PIGMENT UK LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

Regulatory risk

The Company operations and assets are subject to extensive environmental, health and safety and other laws and regulations, which could result in material costs or liabilities. These risks are mitigated by the Company's commitment to these areas, evidenced by our dedicated teams and financial resources, they apply to manage and meet regulatory requirements

Cash flow risk and Liquidity risk

The Company's cash flow risk is primarily mitigated through operational activities and support from Corporate Treasury activities. If and when cash is needed in excess of what is generated from operations, we rely on various options that are available to the Company from Tronox Corporate Treasury. These options include intercompany loans and various credit facilities the Company has access to. Tronox Holdings plc provides an annual support letter to give comfort that the Company can continue to meet their obligations as they fall due for at least 12 months from the date of signing these financial statements.

The Company is partly reliant on the availability of intercompany debt, which will not be recalled in the event of financial difficulty. The directors ensure that they have a reasonable and proper expectation that the required intercompany debt will continue to be made available.

The above risks are managed by the directors as part of a group risk management process.

FUTURE DEVELOPMENTS

The continued long term focus is to operate as a leader in the TiO₂ industry of safety, health and environmental practices, whilst improving and managing plant reliability and controlling manufacturing costs and capitalising on evolving market improvements through strong inventory management. Capital investment continues to exceed previous years under investment and such enhances the ongoing reliability of the plant.

2024 saw significant improvement across the business with continual improvements made in usage rates in utilities and raw materials. This has continued into Q1 2025, this aligns to the strategy of being the best at what we do, while growing our future with the aim of being the benchmark for sustainability and leveraging what makes us unique.

GOING CONCERN

The Company meets its day to day working capital requirements through trading cash flows. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statement. In making these assessments the directors have considered the cash flow position for at least 12 months from the date of signing these financial statements.

In addition Tronox Holdings plc, the Ultimate Parent Company, has confirmed that it will continue to provide support to the Company to enable it to meet its obligations (as they fall due) in the situation of need by deferring intercompany payables, refinancing or lending additional money for a period of at least 12 months from the date of signing these financial statements if needed.

The Directors continue to adopt the going concern basis of accounting in preparing the financial statements.

TRONOX PIGMENT UK LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

STATEMENT OF THE DIRECTORS IN PERFORMANCE OF THEIR STATUTORY DUTIES IN ACCORDANCE WITH S172(1) COMPANIES ACT 2006

The Directors must act in accordance with a set of general duties. As a Company incorporated in the UK, these duties are detailed in Section 172 of the UK Companies Act 2006, which is summarised as follows:

A Director of a Company must act in the way they consider, in good faith, would be most likely to promote the success of the Company for the benefit of its shareholders as a whole and, in doing so have regard (amongst other matters) to consider the likely consequences of any decisions in the long-term.

As part of their induction, a Director of the Company (each a "Director" and together the "Directors" or "board") is briefed on their duties and they can access professional advice on these, either from the Company's Corporate Secretary, or if they judge it necessary, from an independent adviser. Additionally, we believe that it is important to recognize that in a large organization such as ours, the directors fulfil their duties partly through a governance framework that delegates day to day decision making authority to senior management of the Company.

The board delegates decision making responsibility to the Senior Leadership Team (SLT) which has resulted in not only a return to generating a profit but a more reliable operation with less reactive repairs leading to higher production levels in 2024. The SLT approved and rolled out of an EV car scheme to employees, which aligns with the sustainability strategy and provides additional benefits to our workforce and reinforces the Company being a Top Employer. Furthermore, the installation of multiple electric car charges on site also plays a part in reducing the carbon footprint.

Overview of how the Board discharges its duties

The Company board through its ultimate parent company's (Tronox Holdings plc) board, administers its risk oversight function directly and through its various standing committees, namely the Audit Committee, the Corporate Governance and Sustainability Committee and the Human Resources and Compensation Committee. The charters of each of these committees can be found at [investor.tronox.com/corporate governance](https://investor.tronox.com/corporate-governance). The Audit Committee works closely with members of senior management to ensure that management undertakes a robust annual Enterprise Risk Management ("ERM") program whereby members of management assess the key risks inherent to the Company's subsidiaries commercial activities as well as the efficacy of the company's mitigation efforts to ensure that those risks do not impact long term shareholder value. A detailed report of the results of the ERM process is made to the full board and throughout the year the board receives periodic reports from members of senior management on areas of material risk to our Company, including operational, financial, competitive, management retention, cybersecurity and legal risks. The board routinely discusses with senior management our major risk exposures, their potential financial impact on the Tronox Holdings plc group, including our Company, and the steps (both short term and long term) we take to manage them.

In addition, each year, the parent Company's board undertakes an in depth review of the Company's business plan and budget for the following year. In conducting its review, the board has regard to a variety of matters, including the need to balance the achievement of short term financial and commercial objectives against the creation of long term stakeholder value and sustainability.

As discussed in the future developments of the Strategic Report, the Directors seek to ensure that the Company is in the best and most cost effective position to be able to be competitive. The Directors believe that investing profits to seek continuous improvement with the aim of producing 'Safe, Quality, Low Cost, Sustainable Tonnes' of finished product will effectively achieve this.

The Company's board through its parent company's board sets the values and standards required of all employees through the review and approval of the Company's Code of Ethics and Business Conduct. The Code of Conduct applies to employees and Directors, as well as our agents, suppliers and contractors. Each employee is responsible for demonstrating integrity and leadership by complying with the provisions of the Code of Conduct, Company policies and all applicable laws. By fully including ethics and integrity in our ongoing business relationships and decision making, we believe we demonstrate a commitment to a culture that promotes the highest ethical standards.

TRONOX PIGMENT UK LIMITED

STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

Shareholders, Employees, Customers, Suppliers and Community and Environment

A board should communicate effectively with stakeholders and understand their views, and also to act fairly between different shareholders. Employees are central to the long term success of a Company, and as such, a board should consider their interests, and, to assist in doing so, have means of engaging with and understanding their views. Fostering business relationships with key stakeholders, such as customers and suppliers, is also important to a Company's success. In their decision making, Directors need to have regard to the impact of a Company's operations on the community and environment.

Shareholders

The board of Tronox Holdings plc has established a process to receive communications from shareholder and other interested parties. Shareholder and other interested parties may contact any member (or all members) of the board of Directors of Tronox Holdings plc, by mail or electronically through our corporate secretary. The Company though its parent company implements an outward mindset approach that allows it to see beyond itself and be accountable for the whole.

Community and Environment

The group strives to be a good corporate citizen everywhere it operates. The group believes that its business through our operating subsidiaries can and should play a leadership role in improving the quality of life in the communities in which we operate. We are continually challenging ourselves to promote sustainable growth, be more transparent in all our business operations, and make positive contributions in the communities where we live and work. We believe that these efforts promote the long term interests of all our stakeholders, including employees, customers, suppliers, business partners, shareholders, local communities, and the mining and minerals industry at large.

In addition, the group believe purposeful and positive engagement in our communities is key to our success. The group understands the social impacts of our activities and are committed to being viewed as good stewards of our communities. The group's employee's act as advocates for the community within our organisation, fostering a culture of employee volunteerism, and promoting community initiatives related to education in science and the arts.

Disabled employees

The company is committed to achieving a balanced and diverse workforce and pursues an equal opportunities policy through all areas including recruitment and selection, training and development, performance reviews, succession planning, promotion and ultimately retirement. It is our policy to ensure employee related decisions are made based on merit and capability regardless of religion, race, nationality, ethnic origin, gender, sexual orientation, marital status, age, or disability. If any of our employees become disabled, the company is committed to continue employment whenever possible and to undertake the necessary adjustments to facilitate ongoing employment.

Stakeholder and Employee Engagement Report

The Company, through the consolidated group of Tronox Holdings plc, places considerable value on the involvement of employees and ensure they are informed on matters affecting them, the overall organisation as well as on the performance of the Company.

Tronox Holdings plc conducts formal and informal meetings with employees and maintains a company intranet website with key information and other matters of interest as part of the group. The Company arranges regular town halls in branches and operations that have operation in the UK where senior executives provide updates on the group affairs and answers questions from employees regarding the state and strategy of the group.

TRONOX PIGMENT UK LIMITED

**STRATEGIC REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024**

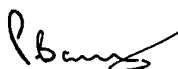
In addition, throughout the year, members of senior management of Tronox Holdings plc, hold employee town halls at operation sites throughout the world in order to communicate directly with employees and address any questions or concerns that employees may have. During such town halls, senior executives provide updates on the group's affairs and the state and strategy of group.

The consolidated group of Tronox Holdings plc commitment to safety is also reflected by its requirement that employees and all other external visitors who visit any company site around the world to participate in a safety training prior to entering such facility.

The consolidated group of Tronox Holdings plc values its partnerships with suppliers and fully recognises that its mutual success is built on open communication and a commitment to common principles and business practices. The consolidated group of Tronox Holdings plc undertakes a due diligence process prior to entering into commercial arrangements with any new supplier.

In addition, the consolidated group of Tronox Holdings plc sales and marketing strategy focuses on effective customer management through development of strong relationships with our customers around the world. Tronox Holdings plc believes that multiple points of customer contact facilitate efficient problem solving, supply chain support, formula optimisation and co development of products.

This report was approved by the board on 7 July 2025 and signed on its behalf.



.....
P Barnett
Director

TRONOX PIGMENT UK LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2024

The directors present their report and the audited financial statements for the year ended 31 December 2024.

RESULTS AND DIVIDENDS

The loss for the year, after taxation, amounted to £1,363,000 (2023: profit of 38,465,000).

No interim ordinary dividends were proposed and paid during the year (2023: £nil).

The figures include the results of foreign branches in France, Spain, Germany and Belgium.

POST BALANCE SHEET EVENT

The Company has a £50 million UK Credit Facility with Emirates bank NBD PJSC, London Branch which matured on 4 June 2025, however, the Company extended the current maturity date to 4 August 2025. The UK Credit Facility was fully drawn down in the month of January 2025 to support working capital requirements.

DIRECTORS

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

S Kaye
S Fodor
M Keegel
P Barnett

PRINCIPAL RISKS AND UNCERTAINTIES

See the strategic report for the detail of principal risks and uncertainties including financial risk management objectives.

FUTURE DEVELOPMENTS

See the strategic report for the detail of future developments.

COMPANIES (DIRECTORS' REPORT) AND LIMITED LIABILITY PARTNERSHIP (ENERGY AND CARBON REPORT) REGULATIONS 2018 ('SI 2018/1155')

The Company is exempt from the requirement of Companies (Directors' Report) and Limited Liability Partnerships (Energy and Carbon Report) Regulations 2018 ('SI 2018/1155') as the required disclosure is included in the group Director's report of Tronox Holdings plc for the year ended 31 December 2024.

RESEARCH AND DEVELOPMENT ACTIVITIES

The Company provides contract research and development services to fellow group subsidiaries. The group continues with research and development of its existing product range of titanium dioxide and the optimisation of the manufacturing process.

TRONOX PIGMENT UK LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2024

DISABLED EMPLOYEES

The Company is committed to a policy of equal opportunity. It gives full and fair consideration to employing disabled people, having regard to their qualifications and abilities. Full and fair consideration is given to applications for employment that disabled people make to the company, the policy for employment, training, career development and promotion of disabled people, and for the continuing employment and training of employees who have become disabled while employed by the company.

If an employee becomes disabled while employed by the company, they will continue, wherever possible, to be employed in the same job. If this action is not practicable or possible then every effort will be made to find suitable alternative employment.

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

As permitted by the Articles of Association, the Directors have the benefit of an indemnity which is a qualifying third party indemnity provision as defined by Section 234 of the Companies Act 2006.

The indemnity was in force throughout the last financial year and is currently in force. The Company also purchased and maintained throughout the financial year Directors' and Officers' liability insurance in respect of itself and its Directors.

INDEPENDENT AUDITORS

The independent auditors, PricewaterhouseCoopers LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 101 "Reduced Disclosure Framework", and applicable law).

Under company law, directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 101 have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006.

TRONOX PIGMENT UK LIMITED

**DIRECTORS' REPORT (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2024**

DIRECTORS' CONFIRMATIONS

In the case of each director in office at the date the directors' report is approved:

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This report was approved by the board on 7 July 2025 and signed on its behalf.



.....
P Barnett
Director

Independent auditors' report to the members of Tronox Pigment UK Limited

Report on the audit of the financial statements

Opinion

In our opinion, Tronox Pigment UK Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2024 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, including FRS 101 "Reduced Disclosure Framework", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the statement of financial position as at 31 December 2024; the statement of comprehensive income and statement of changes in equity for the year then ended; and the notes to the financial statements, comprising material accounting policy information and other explanatory information.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

Based on the work we have performed, we have not identified any material uncertainties relating to events or conditions that, individually or collectively, may cast significant doubt on the company's ability to continue as a going concern for a period of at least twelve months from when the financial statements are authorised for issue.

In auditing the financial statements, we have concluded that the directors' use of the going concern basis of accounting in the preparation of the financial statements is appropriate.

However, because not all future events or conditions can be predicted, this conclusion is not a guarantee as to the company's ability to continue as a going concern.

Our responsibilities and the responsibilities of the directors with respect to going concern are described in the relevant sections of this report.

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit, or otherwise appears to be materially misstated. If we identify an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report based on these responsibilities.

With respect to the Strategic report and Directors' report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on our work undertaken in the course of the audit, the Companies Act 2006 requires us also to report certain opinions and matters as described below.

Strategic report and Directors' report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic report and Directors' report for the year ended 31 December 2024 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Strategic report and Directors' report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the directors are responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the

going concern basis of accounting unless the directors either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditors' responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditors' report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

Irregularities, including fraud, are instances of non-compliance with laws and regulations. We design procedures in line with our responsibilities, outlined above, to detect material misstatements in respect of irregularities, including fraud. The extent to which our procedures are capable of detecting irregularities, including fraud, is detailed below.

Based on our understanding of the company and industry, we identified that the principal risks of non-compliance with laws and regulations related to health and safety laws, and we considered the extent to which non-compliance might have a material effect on the financial statements. We also considered those laws and regulations that have a direct impact on the financial statements such as pension legislations, tax legislations, environmental laws and regulations and the Companies Act 2006. We evaluated management's incentives and opportunities for fraudulent manipulation of the financial statements (including the risk of override of controls), and determined that the principal risks were related to posting unauthorised manual journal entries to accelerate revenue recognition during the reporting period and management bias in accounting estimates or judgments to manipulate results. Audit procedures performed by the engagement team included:

- Holding discussions with management and Internal Audit, including consideration of known or suspected instances of non compliance with laws and regulation and fraud;
- Evaluating management's controls designed to prevent and detect irregularities;
- Reviewing Board meeting minutes;
- Identifying and testing journal entries based on our risk assessment and evaluating whether there was evidence of management bias that represents a risk of material misstatement due to fraud; and
- Incorporating elements of unpredictability into the audit procedures performed.

There are inherent limitations in the audit procedures described above. We are less likely to become aware of instances of non-compliance with laws and regulations that are not closely related to events and transactions reflected in the financial statements. Also, the risk of not detecting a material misstatement due to fraud is higher than the risk of not detecting one resulting from error, as fraud may involve deliberate concealment by, for example, forgery or intentional misrepresentations, or through collusion.

A further description of our responsibilities for the audit of the financial statements is located on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Other required reporting

Companies Act 2006 exception reporting

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not obtained all the information and explanations we require for our audit; or
- adequate accounting records have not been kept by the company, or returns adequate for our audit have not been received from branches not visited by us; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Katherine Birch-Evans

Katherine Birch-Evans (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Reading
7 July 2025

TRONOX PIGMENT UK LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2024**

	Note	2024 £000	2023 £000
Turnover	4	330,637	293,178
Cost of sales		(291,597)	(282,347)
Gross profit		39,040	10,831
Distribution costs		(15,957)	(9,633)
Administrative expenses		(21,964)	(21,507)
Other operating income	5	770	642
Operating profit / (loss)	6	1,889	(19,667)
Income from shares in group undertakings	10	4,133	61,074
Interest receivable and similar income		1,146	762
Interest payable and similar expenses	11	(8,292)	(8,488)
Other finance (expense) / income	12	(4,788)	(3,036)
(Loss) / profit before tax		(5,912)	30,645
Tax on (loss) / profit	13	4,549	7,820
(Loss) / profit for the financial year		(1,363)	38,465
Other comprehensive expense:			
Items that will not be reclassified to profit or loss:			
Currency translation differences		3,782	1,783
Actuarial loss on defined benefit schemes		(2,835)	(1,565)
Movements of deferred tax relating to pension surplus		703	602
		1,650	820
Total comprehensive income for the year, net of tax		287	39,285

The notes on pages 19 to 54 form part of these financial statements.

TRONOX PIGMENT UK LIMITED
REGISTERED NUMBER:00162303

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2024


	Note	2024 £000	2023 £000
Fixed assets			
Intangible assets	14	3,092	3,169
Tangible assets and right of use assets	15	80,386	77,640
Investments in subsidiaries	16	237,434	237,434
		<u>320,912</u>	<u>318,243</u>
Current assets			
Inventory	17	158,542	119,037
Debtors: amounts falling due after more than one year	18	4,484	6,757
Debtors: amounts falling due within one year	18	46,144	40,351
Cash at bank and in hand	19	5,144	4,800
		<u>214,314</u>	<u>170,945</u>
Creditors: amounts falling due within one year	20	(108,895)	(82,641)
Net current assets		<u>105,419</u>	<u>88,304</u>
Total assets less current liabilities		<u>426,331</u>	<u>406,547</u>
Creditors: amounts falling due after more than one year	21	(128,683)	(106,492)
		<u>297,648</u>	<u>300,055</u>
Provisions for liabilities			
Deferred taxation	26	-	(2,689)
Other provisions	27	(130)	(135)
		<u>(130)</u>	<u>(2,824)</u>
Net assets		<u><u>297,518</u></u>	<u><u>297,231</u></u>

TRONOX PIGMENT UK LIMITED
REGISTERED NUMBER:00162303

STATEMENT OF FINANCIAL POSITION (CONTINUED)
AS AT 31 DECEMBER 2024

	Note	2024 £000	2023 £000
Capital and reserves			
Called up share capital	30	12,194	12,194
Share premium account	31	101,612	101,612
Profit and loss account	31	183,712	183,425
		<u>297,518</u>	<u>297,231</u>

The financial statements on pages 16 to 54 were approved and authorised for issue by the Board of Directors and were signed on its behalf on 7 July 2025.



.....
P Barnett
Director

The notes on pages 19 to 54 are an integral part of these financial statements.

TRONOX PIGMENT UK LIMITED

STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2024

	Called up share capital £000	Share premium account £000	Retained earnings £000	Total equity £000
Balance as at 1 January 2023	12,194	101,612	144,140	257,946
Profit for the financial year	-	-	38,465	38,465
Other comprehensive (expense) / income for the year: Items that will not be reclassified to the profit or loss				
Actuarial loss on pension scheme, net of deferred tax	-	-	(963)	(963)
Currency translation differences	-	-	1,783	1,783
OTHER COMPREHENSIVE INCOME FOR THE YEAR	-	-	820	820
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	39,285	39,285
Total transactions with owners	-	-	-	-
Balance as at 1 January 2024	12,194	101,612	183,425	297,231
Comprehensive expense for the year				
Loss for the financial year	-	-	(1,363)	(1,363)
Other comprehensive (expense) / income for the year: Items that will not be reclassified to the profit or loss				
Actuarial loss on pension scheme, net of deferred tax	-	-	(2,132)	(2,132)
Currency translation differences	-	-	3,782	3,782
OTHER COMPREHENSIVE INCOME FOR THE YEAR	-	-	1,650	1,650
TOTAL COMPREHENSIVE INCOME FOR THE YEAR	-	-	287	287
Total transactions with owners	-	-	-	-
Balance as at 31 December 2024	12,194	101,612	183,712	297,518

The notes on pages 19 to 54 form part of these financial statements.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

1. GENERAL INFORMATION

Tronox Pigment UK Limited ('the Company') is a manufacturer, seller and global distributor of titanium dioxide.

The company sells titanium dioxide mainly in the UK, the US and Europe. The company also operates through its 100% owned subsidiaries.

The Company is a private limited Company by shares and is incorporated and domiciled in the UK. The address of its registered office is Laporte Road, Stallingborough, Grimsby, North East Lincolnshire, England, DN40 2PR.

2. ACCOUNTING POLICIES

2.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

These financial statements have been prepared in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' (FRS 101). The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 as applicable to companies using FRS 101. The accounting policies have been applied consistently, other than where new policies have been adopted.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 FUNCTIONAL CURRENCY

Items included in the financial statements of the company are measured using the currency of the primary economic environment in which the company operates ('the functional currency'). The financial statements are presented in 'Pounds Sterling' (£), which is also the company's functional currency.

Foreign currency transactions are translated into the functional currency using the spot exchange rates at the dates of the transactions.

At each period end foreign currency monetary items are translated using the closing rate. Non-monetary items measured at historical cost are translated using the exchange rate at the date of the transaction and non-monetary items measured at fair value are measured using the exchange rate when fair value was determined.

Foreign exchange gains and losses resulting from the settlement of transactions and from the translation at period-end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the Statement of Comprehensive Income except when deferred in other comprehensive income as qualifying cash flow hedges.

Foreign exchange gains that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'other interest receivable and similar income' and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'other interest payable and similar expenses'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'operating profit / (loss)'.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. ACCOUNTING POLICIES (CONTINUED)

2.3 FINANCIAL REPORTING STANDARD 101 - REDUCED DISCLOSURE EXEMPTIONS

The Company has taken advantage of the following disclosure exemptions under FRS 101:

- the requirements of IFRS 7 Financial Instruments: Disclosures
- the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement
- the requirements of the second sentence of paragraph 110 and paragraphs 113(a), 114, 115, 118, 119(a) to (c), 120 to 127 and 129 of IFRS 15 Revenue from Contracts with Customers
- the requirements of paragraph 52, the second sentence of paragraph 89, and paragraphs 90, 91 and 93 of IFRS 16 Leases
- the requirement in paragraph 38 of IAS 1 'Presentation of Financial Statements' to present comparative information in respect of:
 - paragraph 79(a)(iv) of IAS 1;
 - paragraph 73(e) of IAS 16 Property, Plant and Equipment;
 - paragraph 118(e) of IAS 38 Intangible Assets;
- the requirements of paragraphs 10(d), 10(f), 16, 38A, 38B, 38C, 38D, 40A, 40B, 40C, 40D, 111 and 134-136 of IAS 1 Presentation of Financial Statements
- the requirements of IAS 7 Statement of Cash Flows
- the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors
- the requirements of paragraph 17 and 18A of IAS 24 Related Party Disclosures
- the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is a party to the transaction is wholly owned by such a member
- the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

This information is included in the consolidated financial statements of Tronox Holdings plc as at 31st December 2024 and these financial statements may be obtained from Companies House.

NEW STANDARDS, AMENDMENTS, IFRIC INTERPRETATIONS AND NEW RELEVANT 2.4 DISCLOSURE REQUIREMENTS

There are no amendments to accounting standards or IFRIC interpretations that are effective for the year ended 31 December 2024 that have a material impact on the Company's financial statements.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. ACCOUNTING POLICIES (CONTINUED)

2.5 GOING CONCERN

The Company meets its day to day working capital requirements through trading cash-flows. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. The Company therefore continues to adopt the going concern basis in preparing its financial statement. In making these assessments the directors have considered the cash flow position for at least 12 months from the date of signing these financial statements.

In addition Tronox Holdings plc, the Ultimate Parent Company, has confirmed that it will continue to provide support to the Company to enable it to meet its obligations (as they fall due) if the situation arises by deferring the intercompany payable, refinancing the loan or lending additional money for a period of at least 12 months from the date of signing these financial statements if needed.

2.6 EXEMPTION FROM PREPARING CONSOLIDATED FINANCIAL STATEMENTS

The company's ultimate parent undertaking, controlling party and parent undertaking of the largest group in which the financial statements of the company are consolidated is Tronox Holdings plc, a company registered in England and Wales, which are publicly available. Therefore, the company is exempt, by virtue of section 400 of the Companies Act 2006, from the requirement to prepare consolidated financial statements. Copies of the financial statements of Tronox Holdings plc can be obtained from Laporte Road, Stallingborough, Grimsby, North East Lincolnshire, England, DN40 2PR.

2.7 REVENUE RECOGNITION

Revenue is recognised when control of the products has transferred, being when the products are delivered to the customers, the customer has full discretion over the channel and price to sell the products, and there is no unfulfilled obligation that could affect the customer's acceptance of the products. The Company deems that delivery has occurred when goods have been dispatched to the customer and that title and risk of ownership have passed to the customer when the goods have left the warehouse, reached the shipping point or reached the destination in accordance with the respective contractual terms.

Revenue is recognised on consignment sales when the product is consumed by the third party. Performance of the sale is deemed to have taken place once the product is drawn down from the consignment stocks.

The Company has rebate agreements with certain customers which are recorded as reductions of sales in the same period the related sales are recognised based on the contract terms. Accrued customer rebates are included in accruals and contract liabilities in creditors in the Company's Statements of Financial Position.

Where the sale of finished goods manufactured at affiliate Tronox sites and are sold to an external customer, the risk and rewards are transferred at the point of the intercompany sale (including inventory and credit risk). Therefore the Company has determined to be acting as a principal in these transactions, resulting in revenue and cost of sales being recognised as gross.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. ACCOUNTING POLICIES (CONTINUED)

2.8 LEASES

The Company as a lessee

The Company assesses whether a contract is or contains a lease, at inception of a contract. The Company recognises a right-of-use asset and a corresponding lease liability with respect to all lease agreements in which it is the lessee, except for short-term leases (defined as leases with a lease term of 12 months or less) and leases of low value assets. For these leases, the Company recognises the lease payments as an operating expense on a straight-line basis over the term of the lease unless another systematic basis is more representative of the time pattern in which economic benefits from the leased asset are consumed.

Lease payments included in the measurement of the lease liability comprise:

- fixed lease payments (including in-substance fixed payments), less any lease incentives;
- variable lease payments that depend on an index or rate, initially measured using the index or rate at the commencement date;
- the amount expected to be payable by the lessee under residual value guarantees;
- the exercise price of purchase options, if the lessee is reasonably certain to exercise the options; and
- payments of penalties for terminating the lease, if the lease term reflects the exercise of an option to terminate the lease.

The lease liability is included in 'Creditors' on the Statement of Financial Position.

The lease liability is subsequently measured by increasing the carrying amount to reflect interest on the lease liability (using the effective interest method) and by reducing the carrying amount to reflect the lease payments made.

The Company remeasures the lease liability (and makes a corresponding adjustment to the related right-of-use asset) whenever:

- the lease term has changed or there is a change in the assessment of exercise of a purchase option, in which case the lease liability is remeasured by discounting the revised discount rate.
- the lease payments change due to changes in an index or rate or a change in expected payment under a guaranteed residual value, in which cases the lease liability is remeasured by discounting the revised lease payments using the initial discount rate (unless the lease payments change is due to a change in a floating interest rate, in which case a revised discount rate is used).
- a lease contract is modified and the lease modification is not accounted for as a separate lease, in which case the lease liability is remeasured by discounting the revised lease payments using a revised discount rate.

The Company did not make any such adjustments during the periods presented.

The right-of-use assets comprise the initial measurement of the corresponding lease liability, lease payments made at or before the commencement day and any initial direct costs. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated over the shorter period of lease term and useful life of the

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. ACCOUNTING POLICIES (CONTINUED)

2.8 LEASES (continued)

underlying asset. If a lease transfers ownership of the underlying asset or the cost of the right-of-use asset reflects that the Company expects to exercise a purchase option, the related right-of-use asset is depreciated over the useful life of the underlying asset. The depreciation starts at the commencement date of the lease.

The right-of-use assets are included in the 'Tangible assets including right of use asset' lines, as applicable, in the Statement of Financial Position.

As a practical expedient, IFRS 16 permits a lessee not to separate non-lease components, and instead account for any lease and associated non-lease components as a single arrangement. The Company has used this practical expedient.

Payments associated with short-term leases of equipment and vehicles and all leases of low-value assets are recognised on a straight-line basis as an expense in profit or loss. Short-term leases are leases with a lease term of 12 months or less. Low-value assets comprise IT equipment and small items of office furniture.

2.9 INTANGIBLE ASSETS

Intangible assets are initially recognised at cost. After recognition, under the cost model, intangible assets are measured at cost less any accumulated amortisation and any accumulated impairment losses.

Intangible assets with indefinite useful lives are tested for impairment annually, and whenever there is an indication that the asset may be impaired. The recoverable amount is the higher of fair value less costs to sell and value in use.

For software assets, amortisation is provided on a straight line basis over the estimated useful life.

The estimated useful lives range as follows:

Software	- 1 to 7 years
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TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. ACCOUNTING POLICIES (CONTINUED)

2.10 TANGIBLE FIXED ASSETS

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the Company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

Land is not depreciated. Depreciation on other assets is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

The estimated useful lives range as follows:

Freehold property	- 20 to 40 years
Plant & machinery	- 5 to 50 years
Assets under construction	- No depreciation until brought into use

The assets' residual values, useful lives and depreciation methods are reviewed annually, and adjusted retrospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised within 'administrative expenses' in the Statement of Comprehensive Income.

2.11 INVESTMENTS

Investments in subsidiaries are measured at cost less accumulated impairment losses.

Impairment

The directors carry out annual impairment reviews by reviewing the carrying value of the investments against the recoverable amount. The recoverable amount is calculated as the higher of value in use and fair value less costs to sell. Any difference between the carrying value and the recoverable amount is charged to the profit and loss.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. ACCOUNTING POLICIES (CONTINUED)

2.12 STOCKS

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost of raw material and purchased finished goods are determined using the weighted average method and for manufactured finished goods first-in, first-out (FIFO) methodology is applied. The cost of finished goods and work in progress comprises design costs, raw materials, direct labour, other direct costs and related production overheads (based on normal operating capacity). It excludes borrowing costs. Net realisable value is the estimated selling price in the ordinary course of business, less applicable variable selling expenses.

If the plant is deemed to be idling, a charge is recognised directly to cost of goods sold in the month that the plant was deemed idle.

At each reporting date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in statement of comprehensive income with the charge included in cost of sales.

2.13 DEBTORS

Trade and other receivables are amounts due from customers for products sold in the ordinary course of business.

Trade receivables are recognised initially at the amount of consideration that is unconditional. The company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method.

The company applies the IFRS 9 simplified approach to measuring expected credit losses which uses a lifetime expected loss allowance for all trade receivables.

To measure the expected credit losses, trade receivables and contract assets are grouped based on shared credit risk characteristics and the days past due. The contract assets relates to unbilled work in progress. As at the end of the year there was an immaterial amount past due.

Our UK plant is subject to the UK-ETS Carbon Credit regulations, under the scheme the plant is allotted free carbon credits each year, which is determined based on baseline production level.

We hold any purchased carbon credits as a prepayment and an accrual is recognised based on the estimated number of units that we expect to purchase on top of the free allocation.

2.14 CASH AND CASH EQUIVALENTS

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. ACCOUNTING POLICIES (CONTINUED)

2.15 FINANCIAL INSTRUMENTS

The Company recognises financial instruments when it becomes a party to the contractual arrangements of the instrument. Financial instruments are de-recognised when they are discharged or when the contractual terms expire. The Company's accounting policies in respect of financial instruments transactions are explained below:

Financial assets

They arise principally through the provision of goods and services to customers (e.g. trade receivables), but also incorporate other types of contractual monetary asset. They are initially recognised at fair value plus transaction costs that are directly attributable to their acquisition or issue, and are subsequently carried at amortised cost using the effective interest rate method, less provision for impairment.

Impairment provisions are recognised when there is objective evidence (such as significant financial difficulties on the part of the counterparty or default or significant delay in payment) that the Company will be unable to collect all of the amounts due under the terms receivable, the amount of such a provision being the difference between the net carrying amount and the present value of the future expected cash flows associated with the impaired receivable. For trade receivables, which are reported net, such provisions are recorded in a separate allowance account with the loss being recognised within administrative expenses in the Statement of Comprehensive Income. On confirmation that the trade receivable will not be collected, the gross carrying value of the asset is written off against the associated provision.

Interest income is recognised in the Statement of Comprehensive Income using the effective interest method.

Financial liabilities

The Company classifies all of its financial liabilities as loans and borrowings.

Loans and borrowings are initially recognised at fair value net of any transaction costs directly attributable to the issue of the instrument. Such interest bearing liabilities are subsequently measured at amortised cost using the effective interest rate method, which ensures that any interest expense over the period to repayment is at a constant rate on the balance of the liability carried into the Statement of Financial Position.

Finance costs are charged to the Statement of Comprehensive Income over the term of the debt using the effective interest method so that the amount charged is at a constant rate on the carrying amount. Issue costs are initially recognised as a reduction in the proceeds of the associated capital instrument.

2.16 CREDITORS

Creditors are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers.

Creditors are presented as amounts falling due within 1 year unless payment is not due within 12 months after the reporting period.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. ACCOUNTING POLICIES (CONTINUED)

2.17 RESEARCH AND DEVELOPMENT EXPENDITURE CREDIT (RDEC)

The credit is recognised against cost in the year of receipt or once there is reasonable assurance that the company will comply with the conditions of the RDEC and that it will be received.

2.18 PENSIONS

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Statement of Financial Position. The assets of the plan are held separately from the Company in independently administered funds.

Defined benefit pension plan

The company operates defined benefit pension schemes in the UK and Germany. The pension charge for the UK scheme is based on a full actuarial valuation dated 31 March 2024.

Both schemes have been rolled forward to 31 December 2024 by a qualified actuary.

For defined benefit schemes the amounts charged to operating profit are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the profit and loss account if the benefits have vested. If the benefits have not vested immediately, the costs are recognised over the period until vesting occurs. The interest cost and the expected return on assets are shown as a net amount of other finance costs or credits adjacent to interest. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses.

Defined benefit schemes are funded, with the assets of the scheme held separately from those of the Group, in separate trustee administered funds. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date. The resulting defined benefit asset or liability, net of the related deferred tax, is presented separately after other net assets on the face of the balance sheet.

2.19 CALLED UP SHARE CAPITAL

Ordinary shares are classified as equity. Incremental costs directly attributable to the issue of new ordinary shares or options are shown in equity as a deduction, net of tax, from the proceeds.

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

2. ACCOUNTING POLICIES (CONTINUED)

2.20 LEASED ASSETS: THE COMPANY AS LESSEE

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Statement of Comprehensive Income so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

2.21 INTEREST INCOME

Interest income is recognised in profit or loss using the effective interest method.

2.22 BORROWING COSTS

All borrowing costs are recognised in profit or loss in the year in which they are incurred.

2.23 INCOME FROM SHARES IN GROUP UNDERTAKINGS

Dividend income is recognised when the right to receive payment is established.

2.24 PROVISIONS FOR LIABILITIES

Provisions are recognised when an event has taken place that gives rise to a legal or constructive obligation, a transfer of economic benefits is probable and a reliable estimate can be made.

Provisions are measured as the best estimate of the amount required to settle the obligation, taking into account the related risks and uncertainties.

Increases in provisions are generally charged as an expense to profit or loss.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

2. ACCOUNTING POLICIES (CONTINUED)

2.25 CURRENT AND DEFERRED TAXATION

Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date.

Deferred income tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the exception of deferred income tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred income tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

The carrying amount of deferred tax assets is reviewed at each balance sheet date. Deferred income tax assets and liabilities are offset, only if a legally enforcement right exists to set off current tax assets against current tax liabilities, the deferred income taxes relate to the same taxation authority and that authority permits the company to make a single net payment.

Income tax is charged or credited to other comprehensive income if it relates to items that are charged or credited to other comprehensive income. Similarly, income tax is charged or credited directly to equity if it relates to items that are credited or charged directly to equity. Otherwise income tax is recognised in the Statement of Comprehensive Income.

2.26 RESEARCH AND DEVELOPMENT

In the research phase of an internal project it is not possible to demonstrate that the project will generate future economic benefits and hence all expenditure on research shall be recognised as an expense when it is incurred. Intangible assets are recognised from the development phase of a project if and only if certain specific criteria are met in order to demonstrate the asset will generate probable future economic benefits and that its cost can be reliably measured. The capitalised development costs are subsequently amortised on a straight-line basis over their useful economic lives, which range from 3 to 6 years.

If it is not possible to distinguish between the research phase and the development phase of an internal project, the expenditure is treated as if it were all incurred in the research phase only.

Development costs, which are not capitalised, are written off in the year that they are incurred.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

3. JUDGMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION
UNCERTAINTY

Estimates and judgements are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

The company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year are addressed below:

Impairment of investments

Determine whether there are indicators of impairment of the Company's investments. Factors taken into consideration which require judgement are where there is no market value available and the cost is compared against the value in use.

Critical judgements in applying the entity's accounting policies

There are no critical judgements identified which are considered to have a significant effect on the financial statements.

4. TURNOVER

Analysis of turnover by country of destination:

	2024 £000	2023 £000
United Kingdom and Europe	302,785	270,069
Rest of the world	27,852	23,109
	<u>330,637</u>	<u>293,178</u>

Turnover and operating profit originates mainly from goods manufactured in the United Kingdom and are derived from one class of business, being the principal activity of the company.

5. OTHER OPERATING INCOME

	2024 £000	2023 £000
Research & development expenditure credit received	580	200
Other income	190	442
	<u>770</u>	<u>642</u>

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

6. OPERATING PROFIT / (LOSS)

The operating loss is stated after charging/(crediting):

	2024	2023
	£000	£000
Research & development charged as an expense	954	681
Depreciation of tangible fixed assets (note 15)	10,725	10,155
Depreciation of right of use assets (note 15)	1,072	1,184
Amortisation of intangible assets (note 14)	77	108
Loss on disposal of tangible fixed assets	2,214	608
Short term lease expenses (note 24)	158	252
Exchange differences	1,941	4,312
Defined contribution pension cost	2,726	2,487
Cost of stocks recognised as an expense including reversals of impairments in stock	2,765	2,618
	<u>2,765</u>	<u>2,618</u>

7. AUDITORS' REMUNERATION

During the year, the Company obtained the following services from the Company's auditors and their associates:

	2024	2023
	£000	£000
Fees payable to the Company's auditors and their associates for the audit of the Company's financial statements	252	263
	<u>252</u>	<u>263</u>

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

8. EMPLOYEES

Staff costs, including directors' remuneration, were as follows:

	2024 £000	2023 £000
Wages and salaries	25,911	24,733
Social security costs	3,687	3,545
Other pension costs	2,726	2,487
	<u>32,324</u>	<u>30,765</u>

The average monthly number of employees, including the directors remunerated within the UK, during the year was as follows:

	2024 No.	2023 No.
Process/engineering	218	224
Administration	141	134
	<u>359</u>	<u>358</u>

9. DIRECTORS' REMUNERATION

The directors of the company are also directors of fellow subsidiaries. The directors received total remuneration for the year as follows, part of which was paid by the company and part by fellow subsidiaries. The directors do not believe that it is practicable to apportion this amount between their services as directors of the company and their services as directors of fellow subsidiary companies.

	2024 £000	2023 £000
Directors' emoluments	103	106
Company contributions to defined contribution pension schemes	19	18
	<u>122</u>	<u>124</u>

During the year retirement benefits were accrued for 1 director (2023: 2) in respect of defined contribution pension schemes.

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

9. DIRECTORS' REMUNERATION (CONTINUED)

The highest paid director received remuneration of £103,000 (2023: £101,000).

The value of the Company's contributions paid to a defined contribution pension scheme in respect of the highest paid director amounted to £19,000 (2023: £18,000).

The value of the Company's contributions paid to a defined benefit pension scheme in respect of the highest paid director amounted to £nil (2023: £nil).

During the year, no directors received shares under the long-term incentive schemes (2023: £nil)

10. INCOME FROM SHARES IN GROUP UNDERTAKINGS

The company received £4,133,000 (€5,000,000) (2023: £61,074,000 (€70,000,000)) income from Tronox France SAS during the year.

11. INTEREST PAYABLE AND SIMILAR EXPENSES

	2024 £000	2023 £000
Bank interest payable	1	75
Loans from group undertakings	8,155	8,255
Interest on lease liabilities (note 24)	158	224
Expense recognised on foreign investment	(22)	(66)
	<u>8,292</u>	<u>8,488</u>

12. OTHER FINANCE (EXPENSE) / INCOME

	2024 £000	2023 £000
Interest income on pension scheme assets (note 29)	3,515	3,865
Net interest on net defined benefit liabilities (note 29)	(3,224)	(3,498)
Securitisation purchase price expense	(5,079)	(3,403)
	<u>(4,788)</u>	<u>(3,036)</u>

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

13. TAX ON (LOSS) / PROFIT

	2024	2023
	£000	£000
CORPORATION TAX		
Adjustments in respect of previous periods	-	(281)
Foreign tax charge on income for the year	4	33
TOTAL CURRENT TAX	<u>4</u>	<u>(248)</u>
DEFERRED TAX		
Origination and reversal of timing differences	(1,233)	281
Changes to tax rates	(342)	(1,335)
Pension cost relief in excess of pension cost charge	(622)	(59)
Adjustment in respect of prior year deferred tax	(2,356)	(6,459)
TOTAL DEFERRED TAX	<u>(4,553)</u>	<u>(7,572)</u>
TAXATION ON (LOSS) / PROFIT	<u>(4,549)</u>	<u>(7,820)</u>
Tax included in other comprehensive income:		
	2024	2023
	£000	£000
Deferred tax	703	602

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

13. TAX ON (LOSS) / PROFIT (CONTINUED)

FACTORS AFFECTING TAX (CREDIT)/CHARGE FOR THE YEAR

The tax credited for the year is higher than (2023: lower than) the standard rate of corporation tax 25% (2023: 23.5%). The differences are explained below:

	2024 £000	2023 £000
(Loss) / profit before tax	<u>(5,912)</u>	<u>30,645</u>
(Loss) / profit before tax multiplied by standard rate of corporation tax in the UK of 25% (2023: 23.5%)	<u>(1,478)</u>	<u>7,202</u>
EFFECTS OF:		
Expenses not deductible for tax purposes and other permanent differences	85	(13,607)
Permanent difference for capital allowance incentives	-	(176)
Adjustments to tax credit charge in respect of prior periods	(2,356)	(7,413)
Other timing differences leading to an increase (decrease) in taxation	(1,013)	736
Losses carried forward	551	-
Group relief surrendered	-	6,740
Overseas tax	4	33
Change in tax rate	(342)	(1,335)
TOTAL TAX CREDIT FOR THE YEAR	<u>(4,549)</u>	<u>(7,820)</u>

The company currently has no uncertain tax positions recorded.

Income taxes in the income statement are measured at 25%.

During the year ended 31 December 2023, the United Kingdom enacted legislation consistent with guidance from the Organisation for Economic Co-operation and Development ("OECD") for the implementation of Pillar Two, effective 2024.

The legislation does not give rise to any material impact on the Company's tax charge for the year ended 31 December 2024 as the transitional safe harbour rules are expected to apply.

The Company has applied the exception to recognising and disclosing information about deferred tax assets and liabilities related to Pillar Two income taxes.

FACTORS THAT MAY AFFECT FUTURE TAX CHARGES

There are currently no known changes to future tax rates.

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

14. INTANGIBLE ASSETS

	Licences £000	Software £000	Total £000
Cost			
At 1 January 2024	2,917	756	3,673
At 31 December 2024	<u>2,917</u>	<u>756</u>	<u>3,673</u>
Accumulated amortisation			
At 1 January 2024	-	504	504
Charge for the year on owned assets	-	77	77
At 31 December 2024	<u>-</u>	<u>581</u>	<u>581</u>
Net book value			
At 31 December 2024	<u>2,917</u>	<u>175</u>	<u>3,092</u>
At 31 December 2023	<u>2,917</u>	<u>252</u>	<u>3,169</u>

Indefinite useful life

The net book value of assets assessed as having an indefinite useful life are as follows:

	2024 £000	2023 £000
Licences	<u>2,917</u>	<u>2,917</u>

All licences have no expiration date. It is the directors' opinion that without some of these licences the company cannot sell its products. Some licences included have no expiration date as long as the terms of the licence are met, which the company monitors and controls. They have, therefore, all have been assessed as having an indefinite useful life.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

15. TANGIBLE ASSETS AND RIGHT OF USE ASSETS

	Freehold property £000	Plant & machinery £000	Right of use assets £000	Assets under construction £000	Total £000
Cost or valuation					
At 1 January 2024	26,598	274,872	6,570	11,806	319,846
Additions	-	-	487	16,410	16,897
Net transfers to engineering spares	-	(556)	-	-	(556)
Disposals	-	(11,723)	-	(725)	(12,448)
Transfers between classes	-	11,779	-	(11,779)	-
At 31 December 2024	26,598	274,372	7,057	15,712	323,739
Accumulated depreciation					
At 1 January 2024	17,319	220,191	4,696	-	242,206
Charge for the year on owned assets	599	10,126	-	-	10,725
Charge for the year on right- of-use assets	-	-	1,072	-	1,072
Disposals	-	(10,650)	-	-	(10,650)
At 31 December 2024	17,918	219,667	5,768	-	243,353
Net book value					
At 31 December 2024	8,680	54,705	1,289	15,712	80,386
At 31 December 2023	9,279	54,681	1,874	11,806	77,640

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

15. TANGIBLE ASSETS AND RIGHT OF USE ASSETS (CONTINUED)

The net book value of owned and leased assets included as "Tangible fixed assets" in the Statement of Financial Position is as follows:

	2024 £000	2023 £000
Tangible fixed assets owned	79,097	75,766
Right-of-use tangible fixed assets	1,289	1,874
	<u>80,386</u>	<u>77,640</u>

Information about right-of-use assets is summarised below:

Net book value

	2024 £000	2023 £000
Property	944	1,372
Plant and machinery	345	502
	<u>1,289</u>	<u>1,874</u>

Depreciation charge for the year ended

	2024 £000	2023 £000
Property	821	950
Plant and machinery	251	234
	<u>1,072</u>	<u>1,184</u>

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

16. INVESTMENTS IN SUBSIDIARIES

	Investments in subsidiary companies £000
Cost or valuation and net book value	
At 1 January 2024	237,434
At 31 December 2024	<u>237,434</u>
Cost or valuation and net book value	
At 1 January 2023	237,434
At 31 December 2023	<u>237,434</u>

SUBSIDIARY UNDERTAKINGS

The following were subsidiary undertakings of the Company:

Name	Registered office	Principal activity	Class of shares	Holding
Millennium Inorganic Chemicals SAS	95 Rue du General de Gaulle 68800 Thann, France	Holding and Property Investment Company	Ordinary	100%
Tronox Italy SRL	Via Torino 61, 20123 Milano, Italy	Sales Office	Ordinary	95%
Tronox Korea Limited	Ilshin Building 6F, Mapo Daero 38, Mapo-ku, Seoul, South Korea (Dohwa-Dong)	Sales Office	Ordinary	100%
Tronox France SAS*	95 Rue du General de Gaulle 68800 Thann, France	Titanium Dioxide Manufacturing Plant	Ordinary	100%
Millennium Inorganic Chemicals Le Havre SAS*	95 Rue du General de Gaulle 68800 Thann, France	Dormant	Ordinary	100%

* indirect subsidiary undertakings

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

17. INVENTORY

	2024 £000	2023 £000
Raw materials and consumables	36,517	28,586
Work in progress	2,285	6,460
Finished goods and goods for resale	113,476	78,462
Engineering stores	6,264	5,529
	<u>158,542</u>	<u>119,037</u>

The carrying amount of inventories and property, plant and equipment pledged as security for liabilities is £146,246,000 (2023: £100,233,000).

Stocks are stated after provisions for impairment of £2,765,000 (2023: £2,618,000).

Inventory recognised as an expense in the year totalled £93,016,000 (2023: £93,347,000 (which has been restated from £105,660,000, due to an error in the calculation)).

Replacement costs of stock

The difference between purchase price or production cost of stocks and their replacement cost is not material.

18. DEBTORS

	2024 £000	2023 £000
Amounts falling due after more than one year		
Other long term assets	663	708
Pension assets (note 29)	3,821	6,049
	<u>4,484</u>	<u>6,757</u>
Amounts falling due within one year		
Trade debtors	345	468
Amounts owed by group undertakings	34,517	26,384
Other debtors	5,689	8,174
Prepayments and accrued income	879	2,836
Tax recoverable	1,377	797
Deferred taxation (note 26)	2,567	-
Tax due from authorities on behalf of other group companies	770	1,692
	<u>46,144</u>	<u>40,351</u>

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

18. DEBTORS (CONTINUED)

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment, and are repayable on demand.

Tronox Pigment UK Limited (the "Company") continues to operate an accounts receivable securitization program in which the Company's entire accounts receivables are periodically sold and transferred to an affiliated Tronox special purpose bankruptcy remote entity (the "SPE"). The purpose of this program is to enhance the Company's financial flexibility by providing additional liquidity. As the Company has transferred to the SPE substantially all of the risks and rewards over the accounts receivables, upon transfer of the accounts receivables to the SPE the Company derecognises the accounts receivables from its balance sheet. In accordance with the applicable contractual terms between the Company and the SPE, the accounts receivables are sold by the Company to the SPE at a discount to face value, which the Company records as an expense within Other finance income/expense. Such expense for the year ended 31 December 2024 was £5 million. At 31 December 2024 the Company recorded a receivable from the affiliate SPE of £29 million related to the above securitization program activity.

19. CASH AT BANK AND IN HAND

	2024 £000	2023 £000
Cash at bank and in hand	5,144	4,800

20. CREDITORS: Amounts falling due within one year

	2024 £000	2023 £000
Trade creditors	41,126	37,677
Amounts owed to group undertakings	57,894	34,779
Other taxation and social security	271	343
Lease liabilities	1,111	1,065
Accruals and contract liabilities	8,493	8,777
	108,895	82,641

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment, and are repayable on demand.

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

21. CREDITORS: Amounts falling due after more than one year

	2024	2023
	£000	£000
Lease liabilities	140	795
Amounts owed to group undertakings (note 22)	128,543	105,697
	128,683	106,492

22. LOAN AMOUNTS OWED TO GROUP UNDERTAKINGS

Amounts owed to group undertakings due under one year and due over one year includes the following unsecured loan notes and discounted notes. Rolled up interest included in the loan notes balance for the non discounted notes and for the discounted note the accretion of the discount is included within interest payable. Amounts owed to group which do not have an associated loan note are included within amounts falling due within one year. The loan notes are as follows:

Denomination	Terms	Repayable	2024	2023
			£000	£000
Euro	Euro SWAP Annual (5 years) + 3.5%	30 September 2031	4,128	6,677
Euro	EURIBOR (3 months) + 2.5%	16 August 2028	69,640	69,276
Euro	EURIBOR (3 months) + 4%	16 August 2028	28,364	29,744
USD	SOFR (3 months) + 2.25%	04 April 2029	26,411	-
			128,543	105,697

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

23. BANK LOANS

On 30 June 2015, the Company executed a UK Credit Facility with Emirates Bank NBD PJSC, London Branch. The original UK Credit Facility matured, however, the Company has continued to extend the £50 million credit facility, the current maturity date being 4 August 2025. The UK Credit Facility is secured by inventory of Tronox Pigment UK Limited. The Company has the ability to terminate this agreement with no prepayment penalties.

The Company has the ability to borrow funds in US dollars, Euros, or Sterling. As of 31 December 2023 no amounts were drawn under the UK Credit Facility. Since the 1 January 2024, there has been a drawdown on the facility of £15 million on 2 April 2024. £15 million was repaid to Emirates Bank NBD against the UK Credit Facility plus interest, on 26 April 2024.

Under the terms of the facility, for U.S. dollar borrowings the interest rate is one month term SOFR index, EUR – one month Euribor or GBP – one month ICE Term SONIA that gets fixed for one month interest expense due to Emirates + 1.75% margin. There were no outstanding borrowings as of 31 December 2024 and 2023. A commitment fee in Sterling is computed at the rate of thirty-five per cent (35%) per annum of the Margin on the Available Facility.

The UK Facility has financial covenants requirements. The ratio of Finance Indebtedness plus Trade Creditors to Tangible Net Worth shall not exceed 1.5:1 at any time. At the end of 2024 and 2023, the company was in compliance with this covenant.

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

24. LEASES

Company as a lessee

Lease liabilities are due as follows:

	2024	2023
	£000	£000
Not later than one year	1,111	1,065
Between one year and five years	140	795
	<u>1,251</u>	<u>1,860</u>

The following amounts in respect of leases, where the Company is a lessee, have been recognised in profit or loss:

	2024	2023
	£000	£000
Interest expense on lease liabilities	158	224
Expenses relating to short-term leases	158	252
Variable lease payments not included in the measurement of lease liabilities	<u>3,440</u>	<u>2,037</u>

Variable lease payments

On leases where variable lease payments are prevalent, fixed and variable lease payments for the year ended 31 December 2024 were as follows:

	Variable	Total	Estimated
	payments	payments	annual
	£000	£000	impact on
			lease
			payments of
			a 1% change
			in the
			underlying
			variable
			£000
Third Party Storage	3,314	3,314	34
Other	126	126	-
	<u>3,440</u>	<u>3,440</u>	

Variable storage costs are expected to fluctuate based on our business requirements.

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

25. FINANCIAL INSTRUMENTS

	2024	2023
	£000	£000
FINANCIAL ASSETS		
Other long term assets	663	708
Trade debtors	345	468
Amounts owed by group undertakings	34,517	26,384
Cash at bank and in hand	5,144	4,800
	40,669	32,360
FINANCIAL LIABILITIES		
Trade creditors	(41,126)	(37,677)
Amounts owed to group undertakings less than 1 year	(57,894)	(34,779)
Amounts owed to group undertakings more than 1 year	(128,543)	(105,697)
Lease liabilities less than 1 year	(1,111)	(1,065)
Lease liabilities more than 1 year	(140)	(795)
Accruals and contract liabilities	(8,493)	(8,777)
	(237,307)	(188,790)

Financial assets measured at amortised cost comprise trade debtors, amounts owed by group undertakings including trade debtors, loans and other long term assets.

Other financial liabilities measured at fair value through profit or loss.

Financial liabilities measured at amortised cost comprise; trade creditors and accruals, amounts owed to group undertakings including loan notes and discounted notes.

26. DEFERRED TAXATION

	2024	2023
	£000	£000
Liability at 1 January	(2,689)	(10,863)
Charged to the profit or loss	4,553	7,572
Charged to other comprehensive income	703	602
At end of year	2,567	(2,689)

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

26. DEFERRED TAXATION (CONTINUED)

The deferred tax asset / (liability) is made up as follows:

	2024 £000	2023 £000
Accelerated capital allowances	(9,332)	(9,410)
Tax losses carried forward	14,113	10,125
Pension surplus	(854)	(2,179)
Short term temporary differences	(981)	(903)
Accelerated amortisation	(379)	(322)
	<u>2,567</u>	<u>(2,689)</u>

Temporary differences associated with Group investments

At 31 December 2024 a £nil tax liability has been recognised (2023: £nil) in respect of any taxes that would be payable on the unremitted earnings of certain subsidiaries, as receipt by the company of any dividends would be exempt from UK corporation tax. There are no income tax consequences to the company in relation to dividends paid to shareholders.

Unrecognised tax losses

A deferred tax asset of £2,689,000 relating to non trading losses of £10,737,000, that are available indefinitely to carry forward against suitable non trading profits, was not provided for at the year end (2023: £2,689,000) because the recognition criteria has not been met.

Pension surplus

Deferred tax has been provided at 25% (2023: 35%) as the pension accounting is based on there being an authorised payment to the company at the end of the Scheme if any surplus remains.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

27. OTHER PROVISIONS

	Environment provision £000
At 1 January 2024	135
Utilised in year	(5)
At 31 December 2024	<u>130</u>
At 1 January 2023	139
Charged to profit or loss	(4)
At 31 December 2023	<u>135</u>

Environmental provision

The environmental provision was created to cover the cost of capping the landfill site and the subsequent maintenance and monitoring costs necessary to comply with legislation. The capping was completed in 2012. It is estimated that all required monitoring will have been completed and a certificate of completion issued by 2030 when the provision will have reversed out in full. The provision is based upon management's estimate of when the certificate of completion will be issued and their estimate of what maintenance and monitoring costs will be incurred up until this date.

28. CAPITAL AND OTHER COMMITMENTS

At 31 December the Company had capital commitments as follows:

	2024 £000	2023 £000
Not later than 1 year	14,077	13,567
Later than 1 year and not later than 5 years	32,351	29,538
Later than 5 years	<u>1,997</u>	<u>-</u>

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2024

29. PENSION COMMITMENTS

Defined Contribution Pension Scheme

The company operates a Defined Contributions Pension Scheme. The assets of the Scheme are held separately from those of the Company in an independently administered fund. The pension cost charge represents contributions payable by the Company to the Scheme and amounted £2,726,000 (2023: £2,487,000). Contributions totaling £395,000 (2023: £330,000) were payable to the Scheme at the reporting date.

The Company operates a Defined Benefit Pension Scheme.

The Company operated a Defined Benefit Scheme in the UK for all qualifying employees. The assets of the Scheme are held separately from those of the Company in funds under the control of the trustees.

The Scheme is closed to new entrants and from 1 September 2009 was closed to future accrual. The company contributed £627,000 (2023: £627,000) to the scheme in equal instalments during the year ended 31 December 2024.

The Company has agreed with the scheme's trustees to contribute at least £600,000 per annum payable in equal monthly instalments until 31 March 2027.

The last full actuarial valuation of the scheme for cash funding purposes was at 31 March 2024. This was performed by a qualified independent actuary.

The actuarial valuation at 31 December 2024 for the purposes of IAS 19 showed a decrease before tax in the surplus from £7,521,000 to a surplus of £5,336,000.

The company also has a foreign pension liability. The actuarial valuation of this scheme at 31 December 2024 for the purposes of IAS 19 showed an increase before tax in the liability from £1,472,000 to £1,515,000.

The pension surplus is recognised as the recognition criteria of IFRIC 14 has been met.

Risks associated with the defined benefit scheme:-

- Asset volatility: There is a risk that a fall in asset values is not matched by corresponding reduction in the value placed on the Scheme's defined benefit obligation (DBO). The Scheme holds a proportion of growth assets, which are expected to outperform corporate and government bond yields in the long term, but gives exposure to volatility and risk in the short term.

- Change in bond yields: A decrease in corporate bond yields will increase the value placed on the Scheme's DBO, although this will be partially offset by an increase in the value of the Scheme's corporate holding bonds.

- Inflation risk: The majority of the Scheme's DBO is linked to inflation, where higher inflation will lead to a higher value being placed on the DBO. Some of the Scheme's assets are either unaffected by inflation or loosely correlated with inflation (e.g growth assets), meaning that an increase in inflation will generally increase the deficit.

- Life expectancy: An increase in life expectancy will lead to an increased value being placed on the Scheme's DBO. Future mortality rates cannot be predicted with certainty.

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024

29. PENSION COMMITMENTS (CONTINUED)

Reconciliation of net present value of plan assets:

	2024 £000	2023 £000
At the beginning of the year	6,049	6,843
Interest income	3,515	3,865
Interest cost	(3,224)	(3,498)
Actuarial losses	(2,835)	(1,565)
Contributions	627	627
Foreign exchange differences	68	35
Administration costs	(357)	(232)
Service cost	(22)	(26)
At the end of the year	3,821	6,049

Composition of plan assets:

	2024 £000	2023 £000
Cash and cash equivalents	3,926	3,716
Debt instruments	27,756	32,316
Estimated value of insurance policy	38,688	44,642
Total plan assets	70,370	80,674

All of the pension scheme assets (both in 2023 and 2024) are invested in unquoted assets.

The pension scheme has not invested in any of the Company's own financial instruments nor in properties or other assets used by the company.

	2024 £000	2023 £000
Fair value of plan assets less liabilities	3,821	6,049
Net pension scheme assets	3,821	6,049

The net pension scheme asset consists of defined benefit asset of £5,336,000 (2023: £7,521,000) and a defined benefit liability of £1,515,000 (2023: £1,472,000).

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2024**

29. PENSION COMMITMENTS (CONTINUED)

The amounts recognised in profit or loss are as follows:

	2024 £000	2023 £000
Service cost	(22)	(26)
Interest on obligation	(3,224)	(3,498)
Interest income on plan assets	3,515	3,865
Administration costs	(357)	(232)
Foreign exchange differences	68	35
Total	(20)	144

Reconciliation of fair value of plan liabilities were as follows:

	2024 £000	2023 £000
Opening defined benefit obligation	74,625	75,891
Current service cost	22	26
Interest cost	3,224	3,498
Actuarial gains and (losses)	(5,838)	389
Administrative costs	357	232
Exchange differences on foreign exchange schemes	(95)	(62)
Benefits payments from plan assets	(5,746)	(5,349)
Closing defined benefit obligation	66,549	74,625

Reconciliation of fair value of plan assets were as follows:

	2024 £000	2023 £000
Opening fair value of scheme assets	80,674	82,734
Interest income on plan assets	3,515	3,865
Actuarial losses	(8,673)	(1,176)
Contributions by employer	600	600
Benefits payments from plan assets	(5,746)	(5,349)
Closing defined benefit asset	70,370	80,674

The cumulative amount of actuarial gains and losses recognised in the Statement of Comprehensive Expenses was £2,835,000 (2023: £1,565,000).

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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29. PENSION COMMITMENTS (CONTINUED)

The Company expects to contribute a minimum £600,000 to its Defined Benefit Pension Scheme in 2025.

	2024	2023
	£000	£000
Analysis of actuarial loss recognised in Other Comprehensive Income		
Defined benefit assets as of the year end date	5,336	7,521
Defined benefit (liability) as of the year end date	(1,515)	(1,472)
	3,821	6,049

Principal actuarial assumptions at the reporting date (expressed as weighted averages):

	2024	2023
	%	%
Discount rate	5.40	4.48
Future pension increases	3.30	3.20
Mortality rates		
- for a male aged 65 now	20.90	20.70
- at 65 for a male aged 50 now	21.80	21.60
- for a female aged 65 now	23.80	23.90
- at 65 for a female member aged 50 now	24.90	25.00

TRONOX PIGMENT UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS
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29. PENSION COMMITMENTS (CONTINUED)

Amounts for the current and previous four periods are as follows:

Defined benefit pension schemes

	2024 £000	2023 £000	2022 £000	2021 £000	2020 £000
Defined benefit obligation	(66,549)	(74,625)	(75,891)	(116,856)	(125,131)
Scheme assets	70,370	80,674	82,734	129,045	133,349
SURPLUS	3,821	6,049	6,843	12,189	8,218
Experience adjustments on scheme assets	(8,673)	(1,176)	(43,603)	43	9,940
	(8,673)	(1,176)	(43,603)	43	9,940

The weighted average duration of the defined benefit obligations is 11 years (2023: 12 years). The expected maturity analysis is as follows:

	2024 £000	2023 £000
Year 1	4,908	4,709
Year 2	4,848	4,701
Year 3	4,836	4,718
Year 4	4,868	4,872
Year 5	4,762	4,847
Following 5 years	23,086	23,284

To develop the expected long-term rate of return on assets assumption, the company considered the current level of expected returns on risk free investments (primarily government bonds). The historical level of risk premium associated with the other asset classes in which the portfolio is invested and the expectations of future returns for each asset class. The expected return for each asset class was then weighted based on the actual asset allocation to develop the expected long-term rate of return on assets assumption for the portfolio.

Principal actuarial assumptions at the Statement of Financial Position date (expressed as weighted averages):

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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29. PENSION COMMITMENTS (CONTINUED)

	2024	2023	2022	2021
	%	%	%	%
Discount rate	5.40	4.48	4.80	1.83
Future pension increases	3.30	3.20	3.35	3.35

The assumed life expectations on retirement for a member aged 65 retiring today are male: 20.9 years (2023: 20.7 years) and female 23.8 years (2023: 23.9 years) and for a member aged 50 today retiring in 15 years are male 21.8 years (2023: 21.6 years) and female: 24.9 years (2023: 25 years).

Effect on defined benefit obligation sensitivity analysis:

	One quarter percentage point change
Discount rate assumption reduction	3.80
Inflation assumption increase	2.40

30. CALLED UP SHARE CAPITAL

	2024	2023
	£000	£000
Authorised		
15,731,265 (2023: 15,731,265) Ordinary shares of £1.00 each	15,731	15,731
Allotted, called up and fully paid		
12,474,545 (2023: 12,474,545) Ordinary shares of £0.9775-each	12,194	12,194

All shares issued are non-redeemable and rank equally in terms of:

- (a) voting rights – one vote for each share;
- (b) rights to participate in all approved dividend distributions for that class of share; and
- (c) rights to participate in any capital distribution on winding up.

31. RESERVES

Share premium account

The share premium account represents the difference between the par value of the shares issued and the consideration received.

Retained earnings

Retained earnings represents the total retained profits of the company.

TRONOX PIGMENT UK LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
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32. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is Millennium Inorganic Chemicals Overseas Holdings, a company registered in England and Wales.

The intermediate parent undertaking is Tronox UK Holdings Limited, a company registered in England and Wales.

The company's ultimate parent undertaking, controlling party and parent undertaking of the largest group in which the financial statements of the company are consolidated is Tronox Holdings plc, a company registered in England and Wales. Copies of the financial statements of Tronox Holdings plc can be obtained from Laporte Road, Stallingborough, Grimsby, North East Lincolnshire, England, DN40 2PR.