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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**ANNUAL REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2019**



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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS .**

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**COMPANY INFORMATION**

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<b>DIRECTORS</b>	S A Box R McIntyre (resigned 10 April 2019) K F L Docx (resigned 10 April 2019) R J Sarracini (resigned 10 April 2019) T C Carlson (appointed 10 April 2019, resigned 20 October 2020) S A Kaye (appointed 10 April 2019) S Fodor (appointed 20 October 2020)
<b>COMPANY SECRETARY</b>	Intertrust (UK) Limited M Jegher (resigned 26 July 2019)
<b>REGISTERED NUMBER</b>	02362264
<b>REGISTERED OFFICE</b>	Laporte Road Stallingborough Grimsby DN40 2PR
<b>INDEPENDENT AUDITOR</b>	RSM UK Audit LLP Chartered Accountant 25 Farringdon Street London, United Kingdom EC4A 4AB
<b>COUNTRY OF INCORPORATION</b>	England & Wales
<b>DOMICILE</b>	United Kingdom

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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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## MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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### STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

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#### BUSINESS REVIEW

During the year and for the foreseeable future the company continued and will continue to be an investment holding company. The company is an unlimited company domiciled in the United Kingdom. The company's functional and presentational currency is USD.

On 10 April 2019, Tronox Limited completed the acquisition of the Cristal group, Tronox Investments Netherlands BV (formerly Cristal Inorganic Chemicals Netherlands BV) and its subsidiaries. Therefore the ultimate parent company is now Tronox Holdings plc, a company registered in the United Kingdom, which is the parent undertaking of the only group to consolidate these financial statements.

The company continued to receive and pay interest on loans with fellow undertakings.

On 1 May 2019, the company sold Cristal Holdings Incorporated to the INEOS group under the Federal Trade Commission's (FTC) condition under the acquisition by Tronox for proceeds of \$730,455,000.

On 31 December 2019, the company transferred Cristal Inorganic Chemicals Australia Pty Ltd to a fellow group company, Tronox Investment Netherlands B.V., for the consideration of \$139,186,000.

On 31 December 2019, as part of the restructuring programme under the new Tronox group, Millennium Inorganic Chemicals Overseas Holdings' immediate parent changed from Tronox Netherlands B.V. to Tronox UK Holdings Limited, a company registered in the United Kingdom.

During the year end the company reviewed the carrying value of its investments and the amount impaired was a charge of \$Nil (2018: \$574,423,000).

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## MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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### STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

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#### PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the company's strategy are subject to a number of risks. The key business risks and uncertainties relating to the company are considered to relate to the company's investments not yielding the expected benefits. The directors prepare annual impairment reviews based on the estimated discounted future net cash flows of the underlying businesses of Millennium Inorganic Chemicals UK Holdings Limited, Tronox Pigment UK Limited, and their subsidiaries. As a result there is no increase to impairments proposed during the year (2018: \$574,423,000).

#### FINANCIAL RISK MANAGEMENT

The company's operations, through its investments, expose it to a variety of financial risks. Tronox Holding plc (group) has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company by monitoring levels of debt finance and the related finance costs for the group as a whole. Only credit risk is therefore managed at the individual company level. The company does not use derivative financial instruments to manage interest rate costs and as such, no hedge accounting is applied.

The company's financial instruments comprise loan notes and intercompany debt as detailed in notes 13 to 16. The main purpose of these financial instruments is to finance the group operations. The main qualitative and quantitative risks arising from the company's financial instruments are liquidity risk and interest rate risk which are summarised below.

##### Liquidity risk

Liquidity risk is the risk that the company may not be able to generate sufficient cash resources to settle its obligations in full as they fall due or can only do so on terms that are materially disadvantageous.

##### Interest rate risk

The company has both interest bearing assets and interest bearing liabilities. Group selectively uses derivative instruments to manage the ratio of fixed-to-variable-rate debt on a group wide basis for the debt in the group.

##### Credit risk

The Company only has exposure to the credit risk of fellow group subsidiaries.

##### Other risks

In early 2020, the existence of COVID-19 was confirmed which has since spread across the world leading to disruption to economic activity and global markets. The company considers the emergence and spread of COVID-19 to be a non-adjusting post balance sheet event and there have been no material adverse impacts to the company up to the date of the approval of the accounts. Internal assessments of the impact of COVID-19 on the company are continuous and ongoing and the directors do not currently believe it presents any threat to the provision of the company's services.

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

#### FINANCIAL KEY PERFORMANCE INDICATORS

The company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**GOING CONCERN**

These financial statements have been prepared on the going concern basis. Funding is provided to the company through intercompany loans. This intercompany debt is financed by profits generated by fellow group subsidiaries and external borrowings. Whilst future trading performance and the availability of external borrowings within the group is inherently subject to uncertainty the directors, having received written assurances of support from a parent company and having assessed the ability of the parent company to provide this support, have a reasonable and proper expectation that the company will continue to have adequate resources and that intercompany funds will continue to be available for the foreseeable future.

As a result of COVID-19, the directors have considered potential impacts on the company's investments in subsidiaries and group debtor balances and determined the carrying amounts are not impacted. In coming to this conclusion, the directors have obtained a letter of support from Tronox Holdings plc, which confirms that Tronox Holdings plc will arrange for the amounts to be settled by other group companies in the event that the debtors are unable to make repayment by themselves.

Further, the directors have considered the impact of COVID-19 on the wider group of the ultimate parent undertaking, Tronox Holdings plc, and concluded that there are no material uncertainties in respect of going concern. This assessment at group level included consideration of available liquidity and capital resources, cashflow forecasts to the end of Q4 2021, the impact of COVID-19 on results to date and scenario planning for potential downside risk and mitigation's. Based on this analysis, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

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## MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS'

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### STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

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

The Directors of Millennium Inorganic Chemicals Overseas Holdings (the "company") 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 summarized 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:

- The likely consequences of any decisions in the long-term;
- The interests of the company's employees;
- The need to foster the company's business relationships with suppliers, customers and others;
- The impact of the company's operations on the community and the environment;
- The desirability of the company maintaining a reputation for high standards of business conduct; and
- The need to act fairly as between shareholders of the company.

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.

#### 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 Nominating Committee and the Human Resources and Compensation Committee. The charters of each of these committees can be found at [investor.tronox.com/corporate-governance](http://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-out 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.

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. In the fourth quarter 2018, the Board reviewed and approved the implementation of an enhanced 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.

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## MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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### STRATEGIC REPORT (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2019

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In addition, the Company through its parent company has deployed an Ethics and Compliance Hotline throughout its global operations. The Ethics and Compliance Hotline allows any individual, including employees, to report alleged violations of the Company's Code of Ethics and Business Conduct anonymously, free of any concern that the Company will retaliate. The Audit Committee of the parent's Board regularly monitors the nature of issues reported through such hotline.

#### **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 through 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 employees 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.

#### **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 periodic town halls in subsidiaries 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.



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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**STRATEGIC REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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In addition, throughout the year, the group CEO and Chairman of the board along with members of the group's senior management, hold employee town halls at operating 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's commitment to safety is also reflected by its requiring employees who visit any company site around the world to participate in 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 group's 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 9 December 2020 and signed on its behalf.

  
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**S A Box**  
Director

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## MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2019

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The directors present their report and the financial statements for the year ended 31 December 2019.

#### RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to \$205,493,000 (2018 : \$108,245,000).

Interim ordinary dividends of \$7,000,000 and \$864,349,000 dividend in specie were proposed and paid during the year (2018: \$112,463,000). The directors do not recommend payment of a final dividend (2018: \$Nil).

#### DIRECTORS

The directors who served during the year were:

S A Box

R McIntyre (resigned 10 April 2019)

K F L Docx (resigned 10 April 2019)

R J Sarracini (resigned 10 April 2019)

T C Carlson (appointed 10 April 2019, resigned 20 October 2020)

S A Kaye (appointed 10 April 2019)

S Fodor (appointed 20 October 2020)

#### PRINCIPAL RISKS AND UNCERTAINTIES

See the strategic report for the detail of principal risks and uncertainties.

#### FUTURE DEVELOPMENTS

The company plans to continue its current activities and will continue to be an investment holding company for the foreseeable future.

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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**DIRECTORS' REPORT (CONTINUED)  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**DIRECTORS' RESPONSIBILITIES STATEMENT**

The directors are responsible for preparing the Strategic Report, the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 101 'Reduced Disclosure Framework'. Under company law the 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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 to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**DISCLOSURE OF INFORMATION TO AUDITOR**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This report was approved by the board on 9 December 2020 and signed on its behalf.

  
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**S A Box**  
Director

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## MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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#### OPINION

We have audited the financial statements of Millennium Inorganic Chemicals Overseas Holdings (the 'Company') for the year ended 31 December 2019, which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 101 'Reduced Disclosure Framework'.

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the United Kingdom, including the Financial Reporting Council's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### CONCLUSIONS RELATING TO GOING CONCERN

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

#### OTHER INFORMATION

The directors are responsible for the other information. The other information comprises the information included in the Annual Report, other than the financial statements and our Auditor's Report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

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## MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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### INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS (CONTINUED)

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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 such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in 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 in this regard.

#### OPINION ON OTHER MATTERS PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

#### MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic Report or the Directors' Report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion:

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

#### RESPONSIBILITIES OF DIRECTORS

As explained more fully in the Directors' Responsibilities Statement on page 8, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the directors 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.

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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MILLENNIUM INORGANIC CHEMICALS  
OVERSEAS HOLDINGS (CONTINUED)**

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**AUDITOR'S 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 Auditor's 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.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: [www.frc.org.uk/auditorsresponsibilities](http://www.frc.org.uk/auditorsresponsibilities). This description forms part of our Auditor's Report.

**USE OF OUR REPORT**

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

*RSM UK Audit LLP*

**Graham Ricketts (Senior Statutory Auditor)**  
For and on behalf of RSM UK Audit LLP, Statutory Auditor  
Chartered Accountants  
25 Farringdon Street  
London  
EC4A 4AB  
United Kingdom  
9 December 2020

**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Note	2019 \$000	2018 \$000
Administrative expenses		(25)	(6)
<b>OPERATING LOSS</b>	3	(25)	(6)
Income from fixed assets investments		-	669,103
Impairment charge		-	(574,423)
Profit on disposal of investments	7	213,251	10,871
Interest receivable and similar income	8	3,622	17,009
Interest payable and similar expenses	9	(11,355)	(10,843)
<b>PROFIT BEFORE TAX</b>		205,493	111,711
Tax on profit	10	-	(3,466)
<b>PROFIT FOR THE FINANCIAL YEAR</b>		205,493	108,245
<b>OTHER COMPREHENSIVE INCOME:</b>			
Excess of consideration over carrying value of investment on disposal of investment to fellow group subsidiary	12	104,001	-
		104,001	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>		309,494	108,245

There were no recognised gains and losses for 2019 or 2018 other than those included in the statement of comprehensive income.

The notes on pages 15 to 30 form part of these financial statements.


All amounts relate to continuing operations.

**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**  
**REGISTERED NUMBER: 02362264**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 DECEMBER 2019**

	Note	2019 \$000	2018 \$000
<b>FIXED ASSETS</b>			
Investments	12	458,973	734,158
<b>CURRENT ASSETS</b>			
Debtors: amounts falling due after more than one year	13	9,921	196,034
Debtors: amounts falling due within one year	13	74	1
Cash at bank and in hand		14,452	39
		<u>24,447</u>	<u>196,074</u>
Creditors: amounts falling due within one year	14	(91,711)	(16)
<b>NET CURRENT (LIABILITIES)/ASSETS</b>		<b>(67,264)</b>	<b>196,058</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b><u>391,709</u></b>	<b><u>930,216</u></b>
Creditors: amounts falling due after more than one year	15	(189,012)	(181,597)
		<u>202,697</u>	<u>748,619</u>
<b>NET ASSETS</b>		<b><u>202,697</u></b>	<b><u>748,619</u></b>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	18	34,878	34,878
Share premium account	17	51,118	35,185
Profit and loss account	17	116,701	678,556
<b>TOTAL EQUITY</b>		<b><u>202,697</u></b>	<b><u>748,619</u></b>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 9 December 2020.

  
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**S A Box**  
Director

The notes on pages 15 to 30 form part of these financial statements.



**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 DECEMBER 2019**

	Called up share capital \$000	Share premium account \$000	Profit and loss \$000	Total equity \$000
<b>At 1 January 2018</b>	<b>34,878</b>	<b>-</b>	<b>687,031</b>	<b>721,909</b>
<b>COMPREHENSIVE INCOME FOR THE YEAR</b>				
Profit for the year	-	-	108,245	108,245
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>-</b>	<b>-</b>	<b>108,245</b>	<b>108,245</b>
Dividends: Equity capital	-	-	(112,463)	(112,463)
Shares issued during the year	-	35,185	-	35,185
Distribution in specie on settlement of loan	-	-	(4,257)	(4,257)
<b>TOTAL TRANSACTIONS WITH OWNERS</b>	<b>-</b>	<b>35,185</b>	<b>(116,720)</b>	<b>(81,535)</b>
<b>At 1 January 2019</b>	<b>34,878</b>	<b>35,185</b>	<b>678,556</b>	<b>748,619</b>
<b>COMPREHENSIVE INCOME FOR THE YEAR</b>				
Profit for the year	-	-	205,493	205,493
Excess of consideration over carrying value of investment on disposal of investment to fellow group subsidiary	-	-	104,001	104,001
<b>OTHER COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>-</b>	<b>-</b>	<b>104,001</b>	<b>104,001</b>
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR</b>	<b>-</b>	<b>-</b>	<b>309,494</b>	<b>309,494</b>
Dividends: Equity capital	-	-	(7,000)	(7,000)
Shares issued during the year	-	15,933	-	15,933
Distribution in specie on disposal of investment	-	-	(864,349)	(864,349)
<b>TOTAL TRANSACTIONS WITH OWNERS</b>	<b>-</b>	<b>15,933</b>	<b>(871,349)</b>	<b>(855,416)</b>
<b>AT 31 DECEMBER 2019</b>	<b>34,878</b>	<b>51,118</b>	<b>116,701</b>	<b>202,697</b>

The notes on pages 15 to 30 form part of these financial statements.

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## MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

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#### 1. ACCOUNTING POLICIES

##### 1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical cost convention and in accordance with Financial Reporting Standard 101 'Reduced Disclosure Framework' and the Companies Act 2006.

The principal accounting policies, which have been applied consistently throughout the current and preceding year, are set out below.

##### 1.2 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 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;
- 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

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

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**1. ACCOUNTING POLICIES (CONTINUED)**

**1.3 GOING CONCERN**

These financial statements have been prepared on the going concern basis. Funding is provided to the company through intercompany loans. This intercompany debt is financed by profits generated by fellow group subsidiaries and external borrowings. Whilst future trading performance and the availability of external borrowings within the group is inherently subject to uncertainty the directors, having received written assurances of support from a parent company and having assessed the ability of the parent company to provide this support, have a reasonable and proper expectation that the company will continue to have adequate resources and that intercompany funds will continue to be available for the foreseeable future.

As a result of COVID-19, the directors have considered potential impacts on the company's investments in subsidiaries and group debtor balances and determined the carrying amounts are not impacted. In coming to this conclusion, the directors have obtained a letter of support from Tronox Holdings plc, which confirms that Tronox Holdings plc will arrange for the amounts to be settled by other group companies in the event that the debtors are unable to make repayment by themselves.

Further, the directors have considered the impact of COVID-19 on the wider group of the ultimate parent undertaking, Tronox Holdings plc, and concluded that there are no material uncertainties in respect of going concern. This assessment at group level included consideration of available liquidity and capital resources, cashflow forecasts to the end of Q4 2021, the impact of COVID-19 on results to date and scenario planning for potential downside risk and mitigation's. Based on this analysis, the directors continue to adopt the going concern basis of accounting in preparing the financial statements.

**1.4 EXEMPTION FROM PREPARING CONSOLIDATED FINANCIAL STATEMENTS**

The Company is a parent Company that is also a subsidiary included in the consolidated financial statements of its immediate parent undertaking established under the law of a non-EEA state and is therefore exempt from the requirement to prepare consolidated financial statements under section 401 of the Companies Act 2006.

**1.5 FIXED ASSET INVESTMENTS**

Interests in subsidiaries are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

Where the company acquires subsidiaries from fellow group undertakings in return for consideration in the form of loan notes or other assets, the cost of the investment in subsidiary on initial recognition is determined as the carrying value of the loan note or other asset given up.

Where the company receives an investment in a subsidiary undertaking as a distribution in kind from one of its subsidiaries, the cost of the investment in subsidiary on initial recognition is determined as the carrying value, as recorded in the subsidiary making the distribution, immediately before distribution. Where the distribution is, in substance, a return of capital from the company's subsidiary the credit entry is adjusted against the investment in the subsidiary, otherwise the credit entry is recognised as a gain. Any gain is recognised in other comprehensive income because an investment in a subsidiary undertaking does not meet the definition of qualifying consideration.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

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1. ACCOUNTING POLICIES (CONTINUED)

1.6 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 at amortised cost**

The company classifies its financial assets as at amortised cost only if both of the following criteria are met:

- The asset is held within a business model whose objective is to collect the contractual cash flows, and
- The contractual terms of the financial asset give rise to cash flows that are solely payments of principal and interest.

Subsequent to initial recognition these are measured at amortised cost using the effective interest method. Interest income from these financial assets is included in finance income using the effective interest rate method. Any gain or loss arising on derecognition is recognised directly in profit or loss and presented in other (expenses)/income together with foreign exchange gains and losses.

The Company classifies all of its financial assets as loans and receivables.

**Loans and receivables**

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. They arise principally through 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.

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

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MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS .

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

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**1. ACCOUNTING POLICIES (CONTINUED)**

**Financial liabilities**

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

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.

**1.7 FOREIGN CURRENCY TRANSLATION**

**Functional and presentation currency**

The Company's functional and presentational currency is USD.

**Transactions and balances**

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.

Foreign exchange gains and losses that relate to borrowings and cash and cash equivalents are presented in the Statement of Comprehensive Income within 'finance income or costs'. All other foreign exchange gains and losses are presented in the Statement of Comprehensive Income within 'operating profit'.

**1.8 DIVIDENDS**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**1. ACCOUNTING POLICIES (CONTINUED)**

**1.9 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 following exception.

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 enforceable 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 income statement.

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

The preparation of financial statements under FRS101 requires management to make estimates and assumptions that affect the reported amounts of the assets and liabilities, plus the reported amounts of revenues and expenses. Actual results could differ from these estimates. The following are the main areas where key assumptions concerning the future could have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

**Impairment of investments**

The directors are required to determine whether there are indicators of impairment of the Company's investments. Factors taken into consideration which require judgment are where there is no market value available and the cost is compared against the value in use (note 12).

**Impairment of financial assets**

Financial assets including loans to group companies (refer to note 16) are reviewed annually for indicators of impairment (refer to the accounting policies) which involves a degrees of estimation and judgment to calculate the expected future cashflows and the ability of the borrower to repay. The directors did not consider that any impairment was required in the current or prior year.

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MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

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3. OPERATING LOSS

The operating loss is stated after charging:

	2019 \$000	2018 \$000
Exchange differences	2	(1)

Auditor's remuneration was \$17,400 for the year ended 31 December 2019 (2018: \$499 was borne by another group company).

This is in respect of the audit of the financial statements. There have been no other services provided.

4. EMPLOYEES

The Company has no employees other than the directors, some are remunerated by other group companies and some by subsidiary companies (note 5).

5. DIRECTORS' REMUNERATION

The directors who are remunerated by subsidiary companies received total remuneration for the year as follows. 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 the holding and fellow subsidiary companies.

	2019 \$000	2018 \$000
Directors' emoluments	296	730
Company contributions to defined contribution pension schemes	24	93
	<u>320</u>	<u>823</u>

During the year retirement benefits were accruing to 2 directors (2018 - 2) in respect of defined contribution pension schemes.

The highest paid director received remuneration of \$158,000 (2018 - \$490,000).

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 (2018 - \$63,000).

6. INCOME FROM INVESTMENTS

	2019 \$000	2018 \$000
Income from fixed asset investments	-	669,103

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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**7. PROFIT ON DISPOSAL OF INVESTMENTS**

	<b>2019</b>	<b>2018</b>
	<b>\$000</b>	<b>\$000</b>
Profit on disposal of investments	<b>213,251</b>	<b>10,871</b>

On 1 May 2019, the company sold Cristal Holdings Incorporated to the INEOS group under the FTC's condition under the acquisition from Tronox for proceeds of \$730,455,000. Historical cost was \$517,204,000.

**8. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<b>2019</b>	<b>2018</b>
	<b>\$000</b>	<b>\$000</b>
Interest receivable from group companies	<b>3,622</b>	<b>17,009</b>

**9. INTEREST PAYABLE AND SIMILAR EXPENSES**

	<b>2019</b>	<b>2018</b>
	<b>\$000</b>	<b>\$000</b>
Interest on loans from group undertakings	<b>11,355</b>	<b>10,843</b>

**10. TAXATION**

	<b>2019</b>	<b>2018</b>
	<b>\$000</b>	<b>\$000</b>
<b>TOTAL CURRENT TAX</b>	<b>-</b>	<b>-</b>
<b>DEFERRED TAX</b>		
Origination and reversal of timing differences	-	70
Changes to tax rates	-	(7)
Derecognise deferred tax due to change in assumptions	-	3,403
<b>TOTAL DEFERRED TAX</b>	<b>-</b>	<b>3,466</b>
<b>TAXATION ON PROFIT ON ORDINARY ACTIVITIES</b>	<b>-</b>	<b>3,466</b>



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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**10. TAXATION (CONTINUED)**

**FACTORS AFFECTING TAX CHARGE FOR THE YEAR**

The tax assessed for the year is the same as (2018 - the same as) the standard rate of corporation tax in the UK of 19% (2018 - 19%) as set out below:

	<b>2019</b>	<b>2018</b>
	<b>\$000</b>	<b>\$000</b>
Profit on ordinary activities before tax	<b>205,493</b>	<b>111,711</b>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	<b>39,044</b>	<b>21,225</b>
<b>EFFECTS OF:</b>		
Non-tax deductible impairment	-	109,140
Gain on sale of subsidiaries	<b>(40,518)</b>	<b>(2,065)</b>
Dividends from UK companies	-	(127,130)
Derecognise deferred tax due to change in assumptions	-	3,403
Change in tax rate	-	(7)
Group relief	<b>1,474</b>	<b>(1,100)</b>
<b>TOTAL TAX CHARGE FOR THE YEAR</b>	<b>-</b>	<b>3,466</b>

**FACTORS THAT MAY AFFECT FUTURE TAX CHARGES**

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate, to reduce the rate to 17% from 1 April 2020. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements. In November 2019, the Prime Minister announced that he intended to cancel the future reduction in corporate tax rate from 19% to 17%. This announcement does not constitute substantive enactment and therefore deferred taxes at the balance sheet date continue to be measured at the enacted tax rate of 17%.

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MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

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11. DIVIDENDS

	2019 \$000	2018 \$000
First interim for 2019: \$0.388 (2018: equivalent to \$4.543 per ordinary share )	7,000	82,057
Second interim for 2019: \$Nil (2018: equivalent to \$1.683 per ordinary share )	-	30,406
	<u>7,000</u>	<u>112,463</u>

The directors do not recommend payment of a final dividend.

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MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

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12. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies \$000
<b>COST OR VALUATION</b>	
At 1 January 2019	2,031,661
Additions	277,204
Disposals	(961,026)
At 31 December 2019	<u>1,347,839</u>
<b>IMPAIRMENT</b>	
At 1 January 2019	1,297,503
Impairment on disposals	(408,637)
At 31 December 2019	<u>888,866</u>
<b>NET BOOK VALUE</b>	
At 31 December 2019	<u><u>458,973</u></u>
At 31 December 2018	<u><u>734,158</u></u>

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MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

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12. FIXED ASSET INVESTMENTS (CONTINUED)

During the year, there were additions to the investment to Cristal Holdings Inc due to group restructuring. This investment was subsequently sold on 1 May 2019 to the INEOS group under the FTC's condition under the acquisition by Tronox for proceeds of \$730,455,000.

On 31 December 2019, the company transferred Cristal Inorganic Chemicals Australia Pty Ltd to a fellow group company, Tronox Investments Netherlands B.V, for the consideration of \$139,186,000. The excess of consideration over the carrying value of the investment of \$104,001,000 has been recognised in other comprehensive income.

In the opinion of the directors the fair value of the investment in the subsidiary undertakings is not less than the aggregate amount at which it is stated in the balance sheet.

At the balance sheet date the following manufacturing plants and their associated corporate and R&D support functions were the material components of the company's investments:

Plant*	Country	Trading subsidiary	Effective shareholding 2019
Stallingborough	UK	Tronox Pigment UK Limited	100%
Thann	France	Tronox France SAS	100%

\* All plants have a principal activity of the manufacture and sale of titanium dioxide.

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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**12. FIXED ASSET INVESTMENTS (CONTINUED)**

**SUBSIDIARY UNDERTAKINGS AT 31 DECEMBER 2019**

The following were subsidiary undertakings of the Company:

<b>Name</b>	<b>Registered office</b>	<b>Principal activity</b>	<b>Class of shares</b>	<b>Holding</b>
Millennium Inorganic Chemicals UK Holdings Limited	Laporte Road, Stallingborough, Grimsby, DN40 2PR, UK	Dormant Company	Ordinary	100%
Tronox Investments UK Limited (formerly Cristal Investments UK Limited)	Laporte Road, Stallingborough, Grimsby, DN40 2PR, UK	Investment Holding Company	Ordinary	100%
Tronox Pigment UK Limited (formerly Cristal Pigment UK Limited)	Laporte Road, Stallingborough, Grimsby, DN40 2PR, UK	Titanium Dioxide Manufacturing Plant	Ordinary	100%
Millennium Inorganic Chemicals SAS*	95 rue du General de Gaulle 68800 Thann, France	Holding and property investment company	Ordinary	100%
Millennium Inorganic Chemicals Le Havre SAS*	95 rue du General de Gaulle 68800 Thann, France	Dormant	Ordinary	100%
Tronox France SAS* (formerly Cristal France SAS)	95 rue du General de Gaulle 68800 Thann, France	Titanium Dioxide Manufacturing Plant	Ordinary	100%
Tronox Korea Limited* (formerly Cristal Korea Limited)	ILSHIN Bldg 6F, Mapodaero 38, Mapo-ku, Seoul, Korea (Dohwa-dong)	Sales Office	Ordinary	100%
Tronox Italy SRL** (formerly Cristal Italy SRL)	Via Torino 61, 20123 Milano, Italy	Sales Office	Ordinary	100%

\* indirect subsidiary undertakings

\*\* Tronox Italy SRL (formerly Cristal Italy SRL) is held 5% directly and 95% indirectly.

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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**13. DEBTORS**

	2019 \$000	2018 \$000
<b>DUE AFTER MORE THAN ONE YEAR</b>		
Amounts owed by group undertakings	9,921	196,034
	<u>9,921</u>	<u>196,034</u>
	2019 \$000	2018 \$000
<b>DUE WITHIN ONE YEAR</b>		
Amounts owed by group undertakings	74	1
	<u>74</u>	<u>1</u>

Amounts owed by group undertakings includes the following unsecured loan notes, denominated in US Dollars and repayable as detailed below. Rolled up interest is included in the loan notes balance and interest accrues at the rates detailed below:

	2019 \$000	2018 \$000
<b>Loan notes</b>		
US LIBOR (3 months) + 3% (repayable 31 December 2023)	9,921	7,369
US LIBOR (6 months) + 3.6% (repayable 29 December 2021)	-	188,665
	<u>9,921</u>	<u>196,034</u>

Included above is the principal amount/subscription price of \$9,422,000 (2018: \$195,285,000) and interest of \$499,000 (2018: \$749,000).

**14. CREDITORS: Amounts falling due within one year**

	2019 \$000	2018 \$000
Amounts owed to group undertakings	91,694	16
Other creditors	17	-
	<u>91,711</u>	<u>16</u>

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**MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019**

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**15. CREDITORS: Amounts falling due after more than one year**

	2019 \$000	2018 \$000
Amounts owed to group undertakings	<u>189,012</u>	<u>181,597</u>

Amounts owed to group undertakings includes the following unsecured loan notes, denominated in US Dollars and repayable as detailed below. Rolled up interest is included in the loan notes balance and interest accrues at the rates detailed below:

	2019 \$000	2018 \$000
<b>Listed loan notes</b>		
US LIBOR (6 months) + 4.2% (Repayable 29th June 2023)	133,365	128,212
US LIBOR (6 months) + 2.6% (Repayable 4th October 2023)	<u>55,647</u>	<u>53,385</u>
	<u>189,012</u>	<u>181,597</u>

Included above is the principal amount/subscription price of \$177,657,000 (2018: \$159,267,000) and interest of \$11,355,000 (2018: \$22,238,000).

**16. FINANCIAL INSTRUMENTS**

	2019 \$000	2018 \$000
<b>FINANCIAL ASSETS</b>		
Financial assets that are debt instruments measured at amortised cost	<u>9,921</u>	<u>196,035</u>
<b>FINANCIAL LIABILITIES</b>		
Financial liabilities measured at amortised cost	<u>(280,723)</u>	<u>(181,615)</u>

Financial assets that are debt instruments measured at amortised cost comprise loan notes. See debtor note for more detail.

Financial liabilities measured at amortised cost comprise listed loan notes and accruals. See creditor note 14 and 15 for more detail.

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MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 DECEMBER 2019

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**17. RESERVES**

**Share premium account**

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

**Profit & loss account**

The profit & loss account represents the total retained profits of the company.

**18. SHARE CAPITAL**

	2019 \$000	2018 \$000
<b>Authorised</b>		
20,000,000 (2018 - 20,000,000) Ordinary shares of \$0.01 each	200	200
23,539,443 (2018 - 23,539,443) Deferred ordinary shares of £1.00 each	37,896	37,896
	<u>38,096</u>	<u>38,096</u>
<b>Allotted, called up and fully paid</b>		
18,063,530 (2018 - 18,063,530) Ordinary shares of \$0.01 each	181	181
21,552,103 (2018 - 21,552,103) Deferred ordinary shares of £1.00 each	34,697	34,697
	<u>34,878</u>	<u>34,878</u>

The rights and restrictions attaching to the deferred shares are as follows:

1. A deferred ordinary share shall entitle its holder on a return of capital on a winding up (but not otherwise) to repayment of the amount paid up on that share, but only after repayment to each shareholder of an ordinary share of US \$0.01 each of (i) a sum equal to the capital paid up on that share; and (ii) the sum of US \$100,000 in respect of each share (other than the deferred shares) held by them; and
2. A deferred ordinary share shall not entitle its holder to receive any dividend or other distribution or to receive notice of, or to attend or vote at, any general meeting of the company.



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## MILLENNIUM INORGANIC CHEMICALS OVERSEAS HOLDINGS

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2019

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#### 19. POST BALANCE SHEET EVENTS

In early 2020, the existence of COVID-19 was confirmed which has since spread throughout the world leading to disruption to economic activity and global markets. The company considers the emergence and spread of COVID-19 to be non-adjusting post balance sheet event. There have been no material adverse impacts to the company up to the date of approval of the accounts.

On 28 August 2020, the company's assets were pledged as collateral for the \$500 million offering (aggregate principal amount) of 6.5.% senior secured notes due 2025 by Tronox Incorporated.

On 13 July 2020, the share capital increased in the company by \$261,353,000 from a contribution received from a fellow subsidiary, Tronox UK Holdings Limited in relation to intercompany debt. New Articles of Association were also approved on this date.

#### 20. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

At the year end the company's immediate parent company was Tronox UK Holdings Limited, a company registered in the United Kingdom. The registered office address of the immediate parent company is Laporte Road, Stallingborough, Grimsby, North East Lincolnshire, England, DN40 2PR.

The company's ultimate parent company is Tronox Holdings plc, a company registered in the United Kingdom, which is the parent undertaking of the only group to consolidate these financial statements. The consolidated accounts of the ultimate parent company can be obtained at Laporte Road, Stallingborough, Grimsby, North East Lincolnshire, England, DN40 2PR.