

EXHIBIT A

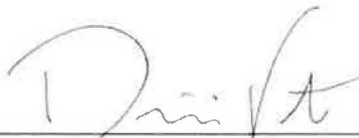
AGREEMENT NOT TO CLOSE TRANSACTION

This Agreement, dated July 16, 2018, sets forth the understandings between the Federal Trade Commission (“Commission”), Tronox Limited (“Tronox”), and National Industrialization Company, National Titanium Dioxide Company Limited, and Cristal USA Inc., (collectively, “Cristal”) in connection with Tronox’s proposed acquisition of Cristal that is presently the subject of Part 3 administrative proceedings before the Commission (the “Proposed Transaction”).

1. Closing. Tronox and Cristal agree not to consummate the Proposed Transaction before:
 - (a) Four business days after Tronox and Cristal have received a decision from the United States District Court for the District of Columbia in the matter captioned Federal Trade Commission v. Tronox Limited, et al., No. 1:18-cv-01622-TNM, denying the Commission’s request for a preliminary injunction; or
 - (b) Tronox and Cristal have received written notice from undersigned Counsel for the Commission that the Commission does not object to the consummation of the Proposed Transaction before receiving the decision referenced in Paragraph 1(a).
2. In connection with paragraph (1) above, Tronox and Cristal shall take any and all necessary steps to prevent any of their officers, directors, domestic or foreign agents, divisions, subsidiaries, affiliates, partnerships, or joint ventures from consummating, directly or indirectly, any such transaction.

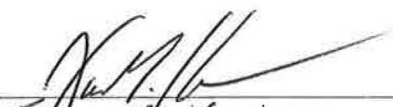
The parties have executed and delivered this agreement as of the date set forth above.

Jeffrey Quinn, CEO
On behalf of Tronox Limited



Dominic Vote
Federal Trade Commission

Counsel for Federal Trade Commission



James G. Koutras
On behalf of National Industrialization
Company, National Titanium Dioxide
Company Limited, and Cristal USA Inc.

(Internal Counsel)

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Jeffrey Quinn, CEO
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