## **NOTICE OF ANNUAL GENERAL MEETING 2022**



## THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR ATTENTION

If you are in any doubt as to any aspect of the proposals referred to in this document, or as to the action you should take, you should seek your own advice from a stockbroker, solicitor, accountant or other independent financial adviser who, if you are taking advice in the United Kingdom, is duly authorised under the Financial Services and Markets Act 2000 or an appropriately authorised independent financial adviser if you are in a territory outside the United Kingdom.

If you have sold or otherwise transferred all of your shares in the Company, please pass this document together with the accompanying document(s) to the purchaser or transferee, or to the person who arranged the sale or transfer so they can pass these documents to the person who now holds the shares.

Elementis plc (the 'Company') (registered in England & Wales no. 3299608) Caroline House 55-57 High Holborn London WC1V 6DX

#### Dear Shareholder

I am writing to give you notice of the Company's Annual General Meeting ('AGM') which is to be held in person and electronically from the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on Tuesday 26 April 2022 at 10.00 am. This will be my first AGM as Chair, and I am looking forward to meeting and having discussions with shareholders.

## **AGM ARRANGEMENTS**

The AGM is an opportunity for shareholders to express their views directly to the Board and I hope you will take the opportunity to do so. The AGM will be convened as a hybrid meeting in accordance with the Company's Articles of Association to facilitate shareholder participation with shareholders entitled to attend and vote at the AGM, either in person or electronically. If circumstances change (for example new UK Government guidance or restrictions) such that we need to amend the arrangements for the AGM, an update will be issued on the Company's website.

Whether or not you intend to be present at the AGM, you are strongly urged to appoint a proxy to cast your votes as soon as possible. You may appoint the Chairman of the AGM or another person as your proxy to exercise all or any of your rights to attend, vote and speak at the AGM by using one of the methods set out in the notes to this Notice. Your proxy must vote as you instruct and must attend the AGM for your vote to be counted.

All shareholders are sent either a Proxy Voting Form or an email containing their Voting ID, Task ID and Shareholder Reference Number. To appoint a proxy, you can either complete, sign and return the Proxy Voting Form, or submit an electronic proxy appointment instruction at sharevote.co.uk.

In order to be counted, your voting instructions must be received by the Company's Registrar at the relevant address set out in the additional notes to the notice of AGM, by no later than 10.00 am on Friday, 22 April 2022. Appointing a proxy will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

Shareholders who plan to attend the meeting in person are asked not to attend the AGM if they are displaying any symptoms of COVID-19, or have recently been in contact with anyone who has tested positive within the previous 10 days. In order to further reduce the risk of the spread of the virus, we are encouraging shareholders who plan to attend the meeting in person to take a lateral flow test beforehand, on the day of the meeting. Shareholders are also encouraged to wear a face covering whilst at the AGM venue.

## **HOW TO PARTICIPATE AT THE AGM**

We consider the AGM to be an important part of our shareholder engagement and have arranged an electronic facility to enable shareholders to participate in the meeting online in addition to being able to attend in person. To participate electronically, please go to the Lumi AGM website (https://web.lumiagm.com). Further details are set out on page 13.

## **HOW TO VOTE AT THE AGM**

Shareholders who participate in the AGM, whether in person or electronically, will be able to vote in real time at the meeting. Shareholders who are unable to participate in the AGM, whether in person or electronically, on the day of the meeting are strongly encouraged to submit a proxy vote in advance of the AGM.

Further information on how to vote by proxy and the applicable deadlines are set out above and on pages 9 and 10.

The results of the voting on the AGM resolutions will be announced to the London Stock Exchange shortly after the meeting and also published on our website.

## HOW TO ASK QUESTIONS AT THE AGM

Shareholders, proxies and corporate representations attending in person are able to ask the Board questions at the AGM and those attending electronically may ask questions by following the instructions set out on the Lumi platform.

In addition, for shareholders unable to attend the AGM in person or electronically, questions may be submitted in advance of the AGM. Presubmitted questions should be sent to the following email address before 10.00 am on 22 April 2022: company.secretariat@elementis.com. The Board will seek to respond to individual shareholders who send a question by close of business on 18 April 2022 and will respond on or before 20 April 2022.

A full transcript of the questions asked at the meeting and the answers, will be made available on the Company's website as soon as practically possible following the conclusion of the meeting.

## **BUSINESS OF MEETING**

The matters to be dealt with at the AGM are set out in the Notice of AGM overleaf. You will find explanatory notes for each resolution on pages 5 to 8. Most resolutions are standard matters which are dealt with as a matter of course at every AGM.

## **DIVIDENDS**

In light of the unprecedented uncertainty caused by COVID-19 during 2021, the Board is not proposing a final dividend for the year ended 31 December 2021. The Board recognises the importance of dividends to shareholders and we will keep future dividends under review and will restart payments when it is appropriate to do so.

#### **DIRECTORS' RECOMMENDATION**

The Board confirms that, in its opinion, all of the resolutions are in the best interests of the Company and its shareholders as a whole and unanimously recommends that shareholders vote in favour of them. The Directors intend to vote in favour of the resolutions in respect of their own beneficial shareholdings.

Yours faithfully

# JOHN O'HIGGINS Chairman

15 March 2022

# **NOTICE OF ANNUAL GENERAL MEETING**

Notice is hereby given that the 2022 Annual General Meeting ('AGM' or the 'Meeting') of the Company will be at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG and electronically on Tuesday 26 April 2022 at 10.00 am to transact the business set out below.

Resolutions 1 to 14 will be proposed as ordinary resolutions and resolutions 15 to 18 will be proposed as special resolutions.

#### **ANNUAL REPORT AND ACCOUNTS 2021**

1. That the Company's accounts and the reports of the directors and auditors for the year ended 31 December 2021 be received.

## **DIRECTORS' REMUNERATION POLICY AND REPORT**

- That the Directors' Remuneration Policy, in the form set out at pages 108 to 112 of the Company's Annual Report and Accounts for the year ended 31 December 2021 be approved.
- That the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 December 2021 be approved.

## **ELECTION AND RE-ELECTION OF DIRECTORS**

- 4. That Trudy Schoolenberg be elected as a director.
- 5. That John O'Higgins be re-elected as a director.
- That Paul Waterman be re-elected as a director. 6.
- That Ralph Hewins be re-elected as a director.
- That Dorothee Deuring be re-elected as a director.
- That Steve Good be re-elected as a director.
- 10. That Christine Soden be re-elected as a director.

## **APPOINTMENT OF AUDITORS**

11. That Deloitte LLP be re-appointed as auditors.

## **AUDITORS' REMUNERATION**

12. That the Audit Committee be authorised to determine the remuneration of the auditors

#### **GENERAL AUTHORITY TO ALLOT SHARES**

- 13. That the directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares:
  - a. up to a nominal amount of £9,697,641; and
  - comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £9,697,641 in connection with an offer by way of a riahts issue:

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act and to expire at the end of the next AGM of the Company or on 26 July 2023, whichever is the earlier but, in each case, save that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution:

- 'rights issue' means an offer to ordinary shareholders on the register of members at such record date as the directors may determine in proportion (as nearly as may be practicable) to their existing holdings, to subscribe for further securities by means of the issue of a renounceable letter (or equivalent arrangement) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to shares held by the Company in treasury, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter; and
- the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

## **POLITICAL DONATIONS**

- 14. That in accordance with Sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective be and hereby are authorised in aggregate to:
  - make political donations to political parties and/or independent election candidates not exceeding £50,000
  - b. make political donations to political organisations other than political parties, not exceeding £50,000 in total; and
  - c. incur political expenditure not exceeding £50,000 in total;

(as such terms are defined in Sections 363 to 365 of the Companies Act 2006) provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period beginning with the date of passing this resolution and expiring at the conclusion of the next AGM of the Company or until the close of business on 26 July 2023, whichever is earlier provided that the authorised sums referred to in paragraphs a), b) and c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same.

# **NOTICE OF ANNUAL GENERAL MEETING (continued)**

## **NOTICE OF GENERAL MEETINGS**

15. That any general meeting of the Company other than the annual general meeting may be held on 14 clear days' notice.

## **DISAPPLICATION OF PRE-EMPTION RIGHTS**

- 16. That, subject to the passing of Resolution 13, the directors be authorised to allot equity securities pursuant to Section 570 and Section 573 of the Companies Act 2006 (as defined in Section 560 of that Act) for cash under the authority given by Resolution 13 and to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be limited to:
  - a. the allotment of equity securities or sale of treasury shares pursuant to rights issues and other pre-emptive issues; and
  - the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) above) up to a nominal amount of £1,454,646.

such authority to expire at the end of the next annual general meeting of the Company or on 26 July 2023, whichever is the earlier, save that prior to its expiry, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- a. 'rights issue and other pre-emptive issues' means an offer to ordinary shareholders on the register of members at such record date as the directors may determine in proportion (as nearly as may be practicable) to their existing holdings, to subscribe for further securities but subject to such exclusions or other arrangements as the directors may deem necessary or expedient in relation to shares held by the Company in treasury, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange in any territory or any other matter; and
- b. the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.
- 17. That subject to the passing of Resolution 13, and in addition to any authority granted under Resolution 16, the directors be authorised to allot equity securities pursuant to Section 570 and Section 573 of the Companies Act 2006 (as defined in Section 560 of that Act) for cash and to sell ordinary shares held by the Company as treasury shares for cash as if Section 561 of the Companies Act 2006 did not apply to any such allotment or sale, such authority to be:
  - a. limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,454,646; and
  - b. used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors of the Company determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice:

such authority to expire at the end of the next annual general meeting of the Company or on 26 July 2023, whichever is the earlier, save that prior to its expiry, the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and treasury shares to be sold) after the authority expires and the Board may allot equity securities (and sell treasury shares) under any such offer or agreement as if the authority had not expired.

## COMPANY'S AUTHORITY TO PURCHASE ITS OWN SHARES

- 18. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of Section 693(4) of the Companies Act 2006) of ordinary shares of 5 pence each of the Company in such terms and in such manner as the directors may from time to time determine:
  - a. the maximum number of ordinary shares hereby authorised to be purchased is 58,185,845;
  - b. the minimum price which may be paid for such shares is 5 pence per share exclusive of expenses;
  - c. the maximum price, exclusive of expenses, which may be paid for each such share is an amount equal to the higher of (i) 105 per cent of the average of the middle market quotations for such share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the day on which the share is contracted to be purchased and (ii) the higher of the price of the last independent trade and the highest current independent bid for a share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 18 will be carried out;
  - unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company or 26 July 2023, if earlier: and
  - the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own shares in pursuance of any such contract.

By Order of the Board

## LAURA HIGGINS Company Secretary

Registered office: Caroline House 55-57 High Holborn London WC1V 6DX

15 March 2022

## **EXPLANATORY NOTES**

The Notice of AGM appears on pages 3 to 4. The following information provides additional background information to each of the resolutions proposed.

## **RESOLUTION 1 - ANNUAL REPORT AND ACCOUNTS**

The Companies Act 2006 requires the directors of a public company to lay before the company in general meeting copies of the Annual Report and Accounts in respect of each financial year. As such, the Company proposes a resolution on its audited accounts and directors' and auditors' reports for the year ended 31 December 2021. Shareholders will have the opportunity to put any questions to the directors before the resolution is proposed to the Meeting.

## **RESOLUTIONS 2 AND 3 - DIRECTORS' REMUNERATION POLICY** AND REPORT

The Company is required, pursuant to the Companies Act 2006, to put its Directors' Remuneration Policy to shareholders for approval at least every three years. Whilst the Company's current Directors' Remuneration Policy was approved by shareholders at the AGM in 2021, that approval followed a decision by the Remuneration Committee to "roll-over" its previous Directors' Remuneration Policy, which had been approved at the AGM in 2018, given the impact of the COVID-19 pandemic. The Company is therefore proposing a new policy for approval at the 2022 AGM, the form of which is set out on pages 108 to 112 of the Directors' Remuneration Report. The new policy has been updated in light of current best practice, with the proposed changes designed to provide further alignment of Directors' remuneration with the long term future of the Company and the interests of shareholders. A summary of the changes proposed can be found on pages 108 to 112 of the Annual Report and Accounts 2021. A review of the proposed policy has been carried out with relevant internal and external stakeholders.

The vote on Resolution 2 is binding and, if passed, it will apply immediately following the AGM, and will replace the current Directors' Remuneration Policy. The new Directors' Remuneration Policy will be effective for up to three financial years and the directors will only be able to make remuneration payments in accordance with the approved new policy unless such payments have otherwise been approved by shareholders. If Resolution 2 is not passed, the current remuneration policy approved at the AGM in 2021 will continue in effect until a new policy is approved by shareholders.

Resolution 3 is a vote on the Directors' Remuneration Report (excluding the Directors' Remuneration Policy). The report gives details of the Directors' remuneration for the year ended 31 December 2021. It is an advisory vote which means the outcome will not affect the actual remuneration paid to any individual director.

## **RESOLUTION 4 TO 10 - ELECTION AND RE-ELECTION OF DIRECTORS**

In accordance with the provisions of the UK Corporate Governance Code concerning the annual re-election of all directors of premium listed companies, all the directors, will be retiring at the AGM and offer themselves for election or re-election by shareholders.

The Board and the Nomination Committee have discussed the Board's succession plans and all Non-Executive Directors, including the Chairman, have indicated their willingness to be re-appointed.

Biographical details of each of the Directors standing for election and re-election are set out below, together with the reasons why their contributions are, and continue to be, important to the Company's long-term sustainable success.

## Key to membership of committees:

- **Audit Committee**
- Nomination Committee Ν
- Remuneration Committee
- Chairman of Committee

#### RESOLUTION 4 - ELECTION OF TRUDY SCHOOLENBERG

Trudy was appointed a Non-Executive Director on 15 March 2022 and will assume the role of Senior Independent Director at the conclusion of AGM

## Skills, experience and contribution

Trudy has over 30 years' experience of working in the chemicals, engineering and high performance product sectors. Having built her executive career with global organisations such as Shell, Wärtsilä and Akzo Nobel, she brings a strong international perspective and a proven track record for driving sustainability through innovation.

In addition, Trudy has strong operational knowledge, gained during her time at Shell as Production Manager at the Pernis refinery in the Netherlands, the largest refinery in Europe and one of the largest in

Trudy currently serves as a non-executive director and senior independent director of Accsys Technologies plc (AIM listed sustainable building materials business), a supervisory board member of Avantium N.V. (a listed technology company focused on renewable chemistries) and SPIESA (a listed technical services business). Trudy previously served as a board member of The Netherlands Petroleum Stockpiling Agency (COVA) (2011-2021), non-executive director and senior independent director at Spirax-Sarco Engineering plc (2012-2021) and non-executive director and senior independent director of Low and Bonar plc (2013-2020).

Trudy has a Ph.D in Technical Physics from the Delft University of Technology (The Netherlands) and holds a master's degree in Industrial Engineering.

## Committee membership

ANR

## **External appointments**

- Non-executive director and senior independent director of Accsys Technologies plc
- Supervisory board member of Avantium N.V.
- Supervisory board member of SPIESA

## Nationality

Dutch

## RESOLUTION 5 - RE-ELECTION OF JOHN O'HIGGINS

John was appointed a Non-Executive Chairman and Chair of the Nomination Committee on 1 September 2021. John joined the Board as a Non-Executive Director on 4 February 2020 and was appointed Senior Independent Director on 29 April 2020 prior to his appointment as Chairman.

## Skills, experience and contribution

John brings strong international and industrial manufacturing expertise with a focus on performance materials and technologies to the Board. John has significant strategic and commercial insight and proven leadership skills having served as the CEO of Spectris plc (2006-2018) and previously in senior management roles with Honeywell (1992-2006). The blend of skills, experience and background enable John to develop, guide and facilitate debate whilst fostering an inclusive board dynamic.

Previous non-executive director roles include Exide Technologies, a US based supplier of battery technology to automotive and industrial users (from 2010 to 2015).

John holds a master's degree in Mechanical Engineering from Purdue University (USA) and an MBA from INSEAD.

## Committee membership

N\*, R

## **External appointments**

- Trustee of the Wincott Foundation
- Non-executive director of Oxford Nanopore Technologies plc

# **EXPLANATORY NOTES (continued)**

- Senior independent director of Johnson Matthey plc and a member of the audit, nomination and remuneration committees
- Advisor to Envea Global, a market leader in environmental air and emissions measurement and majority owned by The Carlyle Group

#### Nationality

Irish

#### **RESOLUTION 6 - RE-ELECTION OF PAUL WATERMAN**

Paul was appointed Group CEO on 8 February 2016.

#### Skills, experience and contribution

Paul has a proven track record in developing markets, products and opportunities for creating value, business optimisation and transformation. Paul's global experience provides the skill set required to deliver the Company's strategy and provide inspiring leadership.

Prior to joining Elementis, Paul was global CEO of the BP lubricants business in 2013 after having overseen the BP Australia/New Zealand downstream business. In 2010, Paul was country president of BP Australia. Prior to this he was CEO of BP's global aviation, industrial, marine and energy lubricants businesses (2009 to 2010) and CEO of BP Lubricants Americas (2007 to 2009). He joined BP after it acquired Burmah-Castrol in 2000, having joined the latter in 1994 after roles at Reckitt Benckiser and Kraft Foods.

Paul holds a BSc degree in Packaging Engineering from Michigan State University and an MBA in Finance and International Business from New York University, Stern School of Business.

#### Nationality

American

## **RESOLUTION 7 - RE-ELECTION OF RALPH HEWINS**

Ralph was appointed CFO-Designate and an Executive Director on 12 September 2016, and became Group CFO on 1 November 2016.

## Skills, experience and contribution

Ralph is an accomplished CFO who has a strong track record in finance, strategy development and implementation and M&A which enables him to provide effective financial leadership to underpin the delivery of the Company's strategy.

Ralph had a 30 year career with BP, where he held a number of significant leadership positions, including roles in financial management, sales and marketing, corporate development (M&A), strategy and planning. In 2010, Ralph was CFO of BP Lubricants and served on the board of Castrol India Limited from 2010 until 2016.

Ralph holds an MA degree in Modern History and Economics from the University of Oxford and an MBA from INSEAD.

## Nationality

British

#### **RESOLUTION 8 - RE-ELECTION OF DOROTHEE DEURING**

Dorothee was appointed a Non-Executive Director on 1 March 2017.

## Skills, experience and contribution

Dorothee provides the Board with valuable insight into the wider European chemicals and life science sector as well as sector specific acquisition expertise.

Dorothee manages her own corporate advisory consultancy serving a number of European clients in the pharma/biotech sector. She is active in various industry bodies. Her previous executive roles included managing director and head of Corporate Advisory Group (Europe) at UBS in Zurich, head of M&A chemicals and healthcare at a private investment bank in Germany and as a senior executive in the corporate finance department at the Roche group.

Dorothee holds a masters degree in Chemistry from the Université Louis Pasteur, Strasbourg and an MBA from INSEAD.

## Committee membership

A, N, R

#### **External appointments**

- Non-executive director of AXPO Holding AG (from March 2017)
- Non-executive director of Lonza Group (from April 2020)
- Supervisory board member of Immofinanz AG (from October 2021)

#### Nationality

Austrian

## **RESOLUTION 9 - RE-ELECTION OF STEVE GOOD**

Steve was appointed Senior Independent Director on 1 September 2021. Steve joined the Board as a Non-Executive Director on 20 October 2014 and became Chair of the Remuneration Committee on 25 April 2017.

## Skills, experience and contribution

Steve has strong and relevant international experience in specialty chemicals businesses, manufacturing and diverse industrial markets which enables him to provide guidance and challenge to management. Steve's involvement with remuneration committees in other organisations enable him to provide judgement and knowledge of topical remuneration matters in his capacity as Remuneration Committee chair.

Steve was chief executive of Low & Bonar plc between September 2009 and September 2014. Prior to that role, he was managing director of its technical textiles division (2006-2009), director of new business (2005-2006), and managing director of its plastics division (2004-2005). Prior to joining Low & Bonar he spent 10 years with BTP plc (now part of Clariant) in a variety of leadership positions managing international speciality chemicals businesses. Steve served as non-executive director and chairman of the remuneration committee of Cape plc (2015-2017), non-executive director of Anglian Water Services and member of the audit committee, nomination committee and remuneration committee (2015-2018), non-executive director of Dialight plc (2018-2020) and director of Low & Bonar Pension Trustee Ltd (2018-2021).

Steve holds a degree in Economics and Financial Management from Sheffield University. He is a chartered accountant.

## Committee membership

R\*, N

## **External appointments**

- Non-executive chairman of Zotefoams plc (non-executive director from October 2014 and chairman from April 2016) and chairman of the nomination committee and member of the remuneration committee
- Non-executive chairman of Devro plc (from June 2019)

## Nationality

British

#### **RESOLUTION 10 - RE-ELECTION OF CHRISTINE SODEN**

Christine was appointed a Non-Executive Director on 1 November 2020 and is the Designated Non-Executive Director for workforce engagement.

## Skills, experience and contribution

Christine brings significant experience of innovation and the commercialisation of technology to the Board. Christine is an experienced CFO with a strong track record from leading a range of private and public companies rooted in innovation with a particular focus on biotechnology, life sciences and pharmaceutical products.

Christine was CFO and Company Secretary of Acacia Pharma Group plc, a public quoted provider of pharmaceutical products designed to improve the outcomes and recovery for surgical patients (2015-2020). Prior to Acacia Pharma Group plc, Christine served as CFO and then non-executive Director of AIM-listed Electrical Geodesics, Inc., which was acquired by Philips NV in 2017. Other CFO and finance leadership roles include Optos plc, BTG plc (former FTSE250 constituent), Oxagen Limited and Celltech Chiroscience Group plc, having started her life-sciences career as Financial Controller of Medeva plc.

Christine has previously served as chair of the audit committee at e-therapeutics plc, an AIM listed technology based drug discovery platform (2017-2020) and at Provalis plc, a quoted healthcare business (2000-2005). She was also non-executive director of Futurenova Limited, a provider of antimicrobial cases for ipads and iphones (2017-2021).

Christine is a chartered accountant and holds a degree in Mathematics from the University of Durham.

## Committee membership

A, N, R

## **External appointments**

- Non-executive director of Vio Healthtech Ltd. (from 2013)
- Non-executive director of Cell and Gene Therapy Catapult (from
- Non-executive director of Arecor Therapeutics plc (from May 2021)

## Nationality

British

## **RESOLUTIONS 11 AND 12 - APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION**

Resolution 11 relates to the re-appointment of Deloitte LLP as the Company's auditor to hold office until the next AGM of the Company. This resolution is recommended by the Audit Committee and endorsed by the Board. The directors propose the re-appointment of Deloitte LLP.

Resolution 12 authorises the Audit Committee of the Board to set the auditor's remuneration. The Audit Committee considers that the nature and level of consultancy-related non-audit fees to audit fees undertaken by Deloitte LLP (which are detailed on page 99 of the Annual Report and Accounts 2021) is in accordance with the Company's non-audit services policy, is appropriate for the advisory work required to be undertaken for the year ended 31 December 2021 and that they do not impact on the auditor's objectivity and independence.

#### **RESOLUTION 13 - GENERAL AUTHORITY TO ALLOT SHARES**

Under the Companies Act 2006, the directors may only allot equity securities (being ordinary shares in the capital of the Company or grant rights to subscribe for or convert any security into shares), if authorised to do so by shareholders in general meeting. At last year's AGM held on 13 May 2021, shareholders granted the directors such authority to allot equity securities.

Part (a) of Resolution 13 seeks to renew that authority to allow the directors to allot equity securities up to an aggregate nominal amount of £9.697.641 representing an amount equal to one-third of the Company's issued share capital as at 15 March 2022 the latest practicable date prior to the printing of this document. The Company holds no shares in treasury ("Treasury Shares").

In addition, the Company is seeking authority in part (b) of Resolution 12 to allow the directors to allot equity securities only in connection with a rights issue up to a further nominal value of £9,697,641, representing an amount equal to one-third of the Company's issued share capital, excluding Treasury Shares, as at 15 March 2022.

The authority being sought in Resolution 13 complies with the latest guidelines issued by the Investment Association. If Resolution 13 is passed, the directors will have the authority in certain circumstances to allot equity securities up to a total nominal value of £19,395,282, representing a total amount equal to two-thirds of the Company's issued share capital, excluding Treasury Shares, as at 15 March 2022.

The directors have no present intention of exercising the authority in Resolution 13, however the directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to manage the Company's share capital base. The authority granted in Resolution 13 will expire on the date of the Company's next AGM or 26 July 2023, whichever is the earlier.

## **RESOLUTION 14 - POLITICAL DONATIONS**

This resolution will renew the authority granted to the Group in last year's AGM to make donations to political parties, independent election candidates and political organisations and to incur political expenditure.

The Group's policy is generally to prohibit direct or indirect political contributions and the directors have no intention of using this authority for the above purpose. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to define, as the legislation is capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties, and support for bodies representing the business community in policy review or reform, may fall within this.

Accordingly, the directors have decided to seek shareholder authority for political donations and political expenditure in case any of our normal business activities are caught by the legislation. As permitted by Part 14 of the Companies Act 2006, the resolution covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company. The Companies Act 2006 covers three categories: political parties and independent election candidates, political organisations and political expenditure. The directors have decided to place a cap of £50,000 per category provided that authorised political donations or political expenditure do not exceed in aggregate £50,000. The authority will expire at the conclusion of the next AGM or 26 July 2023 (whichever is earlier) and the directors expect to seek to renew this authority at each AGM.

#### **RESOLUTION 15 - NOTICE OF GENERAL MEETING**

This special resolution, if renewed, will allow the Company to call general meetings, other than the AGM, on 14 clear days' notice. The reduction in notice period to 14 days may be advantageous to the Company should it require to seek shareholder approval on any matter. However, the shorter notice period would not be routine but used only for general meetings if the Board considers that the flexibility is merited by the business of the meeting and the circumstances surrounding the business, or to keep a period of uncertainty about the future of the Company to a minimum. Examples of when the directors may consider it appropriate to call a general meeting at 14 days' notice include when significant time sensitive transactions or other price sensitive transactions are being put to shareholders for approval.

# RESOLUTION 16 AND 17 - AUTHORITY TO ALLOT SHARES FOR CASH FREE FROM PRE-EMPTION RIGHTS

Under the Companies Act 2006, the directors may seek approval from shareholders to waive the application of statutory pre-emption rights such that the allotment of equity securities pursuant to the authority granted in Resolution 13 may be made without first having to offer it to existing shareholders in proportion to their existing holdings.

At last year's AGM shareholders passed two special resolutions in relation to the disapplication of statutory pre-emption rights.

This year, and in line with the Pre-Emption Group's Statement of Principles on the Disapplication of Pre-Emption Rights (the Pre-emption Group Principles) the directors have proposed again two separate resolutions to disapply pre-emption rights.

Resolution 16 will permit the directors to use the authority in Resolution 13 to allot:

- a. equity securities up to a nominal amount of £19,395,282, representing two-thirds of the Company's issued share capital as at 15 March 2022 (the latest practicable date prior to publication of this document) on an offer to existing shareholders on a pre-emptive basis, that is including a rights issue or an open offer, with one-third being available only in connection with a rights issue as a result of the limitation on the authority in Resolution 13 (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit); and
- equity securities up to a maximum nominal value of £1,454,646, representing approximately 5 per cent of the issued ordinary share capital of the Company as at 15 March 2022 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 17 will permit the directors to allot additional equity securities up to a maximum nominal value of £1,454,646, representing approximately a further 5 per cent of the issued ordinary share capital of the Company as at 15 March 2022 (the latest practicable date prior to publication of this document), otherwise than in connection with a pre-emptive offer to existing shareholders for the purposes of financing or refinancing a transaction as contemplated by the Pre-emption Principles. The directors believe that it is appropriate to seek this additional 5 per cent authority in Resolution 17 to give the Company the flexibility that this resolution affords.

The Board confirms that, in accordance with the Pre-Emption Principles, it does not intend to issue shares for cash representing more than 7.5 per cent of the Company's issued ordinary share capital in any rolling three-year period to those who are not existing shareholders (save in accordance with Resolution 16) without prior consultation with shareholders. If passed, the authorities given in Resolution 16 and 17 will expire on the date of the Company's next AGM or 26 July 2023, whichever is the earlier.

The directors do not currently intend to allot equity securities for cash on a non pre-emptive basis pursuant to the authority in Resolution 16 and 17.

# RESOLUTION 18 - AUTHORITY FOR THE COMPANY TO PURCHASE ITS OWN SHARES

This special resolution will renew the Company's authority to make market purchases of its ordinary shares on the London Stock Exchange until the Company's next AGM or, if earlier, until 26 July 2023. The directors have no plans at present to exercise such authority and, in any event, would only do so where they believe such purchases would result in an increase in earnings per share and would be in the best interests of shareholders generally. The authority will allow the Company to purchase up to 58,185,845 ordinary shares, representing 10 per cent of the Company's issued share capital as at 15 March 2022, the latest practicable date prior to the printing of this document. The Resolution also sets out the maximum and minimum price at which any such purchase may be made.

The Company is able to hold shares purchased under this authority in treasury with a view to selling them later on, rather than cancelling them. This provides the Company with additional flexibility in the management of its capital base. For so long as any such shares are held in treasury no dividends will be paid on them and no voting rights will attach to them. If Resolution 18 is passed, it is the Company's current intention to cancel the shares it may purchase pursuant to the authority granted to it. However, in order to respond properly to the Company's capital requirements and prevailing market conditions, the directors will reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so.

The number of unissued shares that were subject to subscription options as at 15 March 2022 was approximately 6,559,000. This equals, in number, 1.13% per cent of the Company's issued shares at that date. If the proposed share purchase authority were to be exercised in full, those 6,559,000 shares would represent 1.25 per cent of the issued shares as reduced by the share purchases. As at 15 March 2022, the latest practicable date prior to the printing of this document, the Company was authorised to make market purchases of up to 58,080,124 ordinary shares pursuant to an ordinary resolution passed at the 2021 AGM on substantially the same terms as those set out in Resolution 18.

## **DOCUMENTS FOR INSPECTION**

See Note 9 to the Notice of Meeting on page 8.

## NOTES TO THE NOTICE OF MEETING

- 1. To be entitled to attend, speak and vote at the Annual General Meeting ('AGM'), and for the purpose of the determination by the Company of the votes they may cast, a member of the Company must be registered on the Register of Members as the holder of ordinary shares by 6.30pm on 22 April 2022, or, in the case of an adjournment, by 6.30pm on the day two business days immediately preceding the day fixed for the adjourned meeting (the 'Specified Time'). Changes to the Register of Members after the relevant deadline shall be disregarded in determining the right of any person to attend and vote at the meeting. Shareholders and proxies can also participate in the AGM electronically in accordance with the instructions contained in this document.
- A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or two or more persons in respect of different shares held by him/her, as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A proxy need not be a member of the Company.
- Any corporation which is a member may appoint one or more corporate representatives who may exercise on its behalf all of its rights as a member provided that they do not do so in relation to the same shares.
- Any or all joint holders of shares, registered on the Register of Members at the Specified Time, may attend the AGM, although only one holder may vote in person or by proxy. The vote or proxy appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of joint holders appear in the Company's Register
- 5. A proxy form, which covers all resolutions to be proposed at the AGM, is provided for use by holders of ordinary shares and should be read in conjunction with the Notice of Meeting and these notes. To be valid a proxy form must be received by post or (during normal business hours only) by hand at Equiniti Limited, Aspect House, Lancing, West Sussex BN99 6DA by 10.00 am on 22 April 2022 or, in the case of an adjournment, by the time 48 hours (excluding non-working days) before the time appointed for the adjourned meeting. Completing and returning a proxy form, other such instrument (including the appointment of a proxy electronically) or any CREST Proxy instruction (as described in paragraph 10 below) will not prevent a member from attending in person and voting at the meeting should he/ she so wish.
- Shareholders wishing to appoint a proxy and register their proxy votes electronically should visit the website, www.sharevote.co.uk. The on-screen instructions will give details on how to appoint a proxy and submit proxy voting instructions. Electronic proxy appointments and voting instructions must be received by no later than 10.00 am on 22 April 2022 (or 48 hours excluding non-working days before an adjourned meeting) in order to be valid. Shareholders may not use any other electronic address or telephone number, whether found on this circular and Notice of Meeting, or in the Annual Report or on any Proxy Form or the Company's website, for the purposes of submitting voting instructions or appointing proxies. The only electronic address accepted for this stated purpose is the one at the website, www.sharevote.co.uk.
- Any person to whom this Notice of Meeting is sent who is currently nominated by a member of the Company to enjoy information rights under Section 146 of the Companies Act 2006 (a 'nominated person') may have a right under an agreement between him/her and such member to be appointed, or to have someone else appointed, as a proxy for the meeting. If he/she has no such right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 2 above of the rights of a member in

- relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.
- As at 15 March 2022 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 581,858,452 ordinary shares of 5 pence each, all carrying one vote each, and (ii) the total voting rights in the Company were 581,858,452.
- Copies of the directors' service contracts and letters of appointment will be available for inspection from the date of this Notice of Meeting during normal business hours on any weekday (Saturdays, Sundays and public holidays excepted) until 22 April 2022 at the Company's registered office and at Herbert Smith Freehills LLP. Exchange House. Primrose Street, London EC2A 2EG. These documents will also be available for inspection at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG for not less than 15 minutes prior to and during the AGM. Copies are also available for inspection on our website, www.elementis.com.
- 10. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in 'the CREST voting service' section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a 'CREST proxy appointment instruction') must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ('Euroclear'), and must contain all the relevant information required by the CREST Manual (www.euroclear.com). To be valid the message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Equiniti Limited (ID RA19), as the Company's 'issuer's agent', by 10.00 am on 22 April 2022. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner.
- 11. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST. CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on 'Practical limitations of the system'. In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.

# **NOTES TO THE NOTICE OF MEETING (continued)**

- 12. In accordance with Section 311A of the Companies Act 2006. the contents of this Notice of Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of Meeting will be available on the Company's website at www.elementis.com.
- 13. Pursuant to Section 319A of the Companies Act, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including (i) if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered; or (ii) if to do so would interfere unduly with the preparation for the AGM or involve the disclosure of confidential information; or (iii) if the answer has already been given on a website in the form of an answer to a question.
- 14. In accordance with Section 527 of the Companies Act 2006, members satisfying the thresholds in that section can require the Company to publish a statement on its website setting out any matter relating to: (i) the audit of the Company's accounts (including the Auditor's report and the conduct of the audit) that are to be laid before the AGM; or (ii) any circumstances connected with an Auditor of the Company ceasing to hold office since the last AGM which the members propose to raise at this AGM. The Company cannot require the members requesting the publication to pay expenses and any statement required to be published on the website must also be sent to the Company's Auditor no later than the time it makes the statement available on its website. The business which may be dealt with at the AGM includes any statement published on a website pursuant to a request made by members under Section 527 of the Companies Act 2006.
- 15. Voting on Resolutions 1 to 18 shall be conducted by way of a poll as this is a more transparent way of voting as member votes are counted according to number of shares held.

## SHAREHOLDER SERVICES

## **ELEMENTIS CORPORATE WEBSITE**

The corporate website which can be found at www.elementis.com. This site is frequently updated to provide shareholders with information about the Group. In particular, the Group's press releases and announcements can be found on the site together with copies of the Group's accounts.

## **REGISTRARS**

Enquiries concerning shares or shareholdings, such as the loss of a share certificate, consolidation of share certificates, amalgamation of holdings or dividend payments, should be made to the Company's registrars:

Equiniti Group plc Aspect House Spencer Road Lancing West Sussex **BN996DA** 

Tel: 0371 384 2379 or +44 (0)121 415 7043 Tel: 0371 384 2255 or +44 (0)121 415 7028

For shareholders with hearing difficulties: Tel: 0371 384 2255 or +44 (0)121 415 7028

Lines are open 8.30am to 5.30pm, Monday to Friday (excluding public holidays in England and Wales).

In any correspondence with the registrars, please refer to Elementis plc and state clearly the registered name and address of the shareholder. Please notify the registrars promptly of any change of address.

## **ELECTRONIC COMMUNICATIONS**

Shareholders can elect to receive shareholder documents electronically by registering with Shareview at www.shareview.co.uk. This will save on printing and distribution costs, creating environmental benefits. When you register, you will be sent an email notification to say when shareholder documents are available on our website and you will be provided with a link to that information. When registering, you will need your shareholder reference number which can be found on your share certificate or form of proxy. Please contact Equiniti if you require any assistance or further information.

## **SHARE DEALING SERVICES**

Equiniti provides a share dealing service that enables shares to be bought or sold by UK shareholders by telephone or over the internet. For telephone share dealing please call 0345 603 7037 between 8.30am and 4.30pm (lines are open until 6.00pm for enquiries) and for internet share dealing please visit: www.shareview.co.uk/dealing.

## **SHARE FRAUD**

Share or investment scams are often run from 'boiler rooms' where fraudsters cold call investors offering them worthless, overpriced or even non-existent shares, or offer to buy their shares in a company at a higher price than the market value. Shareholders are advised to be very wary of any unsolicited advice, offers to buy shares at a discount, or offers of free reports about the company. Even seasoned investors have been caught out by such fraudsters. The FCA have some helpful information.

## **REPORT A SCAM**

If you are contacted by a cold caller, you should inform the Company Secretary by email and also the FCA by using their share fraud reporting form at www.fca.org.uk/scams or calling their Consumer Helpline on 0800 111 6768.

If you have already paid money to a share fraudster, please contact Action Fraud on 0300 123 2040 or www.actionfraud.police.uk.

## CORPORATE INFORMATION

#### **COMPANY SECRETARY**

Laura Higgins

#### **REGISTERED OFFICE**

Caroline House 55-57 High Holborn London WC1V 6DX IJK

#### **REGISTERED NUMBER**

3299608

### **AUDITORS**

Deloitte LLP

## **JOINT CORPORATE BROKERS**

J.P. Morgan Cazenove Numis

## **PUBLIC RELATIONS**

**Tulchan Communications** 

### **FINANCIAL CALENDAR**

26 April 2022	Annual General Meeting
26 April 2022	Q1 Trading Update
July 2022	Interim results announcement for the half year ended 30 June 2022
October 2022	Q3 Trading Update

### **ELEMENTIS PLC**

Caroline House 55-57 High Holborn London WC1V 6DX UK

Tel: +44 (0) 20 7067 2999

Email: company.secretariat@elementis.com Website: www.elementis.com

## WEBSITE USER GUIDE AND PROCESS FOR AGM

#### **ELECTRONIC MEETING**

For the AGM, Elementis plc will be enabling shareholders to attend and participate in the meeting electronically, should they wish to do so. This can be done by accessing the AGM website, https://web.lumiagm.com

## ACCESSING THE AGM WEBSITE

Lumi AGM can be accessed online using most well-known internet browsers such as Chrome, Firefox and Safari on a PC, laptop or internet-enabled device such as a tablet or smartphone. If you wish to access the AGM using this method, please go to https://web.lumiagm.com/115-196-629 on the day.

#### **LOGGING IN**

On accessing the AGM website, you will be asked to enter a Meeting ID which is 115-196-629.

You will then be prompted to enter your unique SRN and PIN which is the first two and last two digits of your SRN. These can be found printed on your form of proxy. Access to the meeting via the website will be available from 9.00am on 26 April 2022, however, please note that your ability to vote will not be enabled until the Chairman formally declares the poll open.

## **BROADCAST**

The meeting will be broadcast in audio format. Once logged in, and at the commencement of the meeting, you will be able to listen to the proceeding of the meeting on your device.

## **VOTING**

Once the Chair has formally opened the meeting, they will explain the voting procedure. Voting will be enabled on all resolutions at the start of the formal meeting on the Chair's instruction. This means shareholders may, at any time while the poll is open, vote electronically on any or all the resolutions in the Notice of Meeting. Resolutions will not be put forward separately.

Once the resolutions have been proposed, the list of resolutions will appear along with the voting options available. Select the option that corresponds with how you wish to vote, 'FOR', 'AGAINST' or 'WITHHELD'. Once you have selected your choice, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received - there is no submit button. If you make a mistake or wish to change your vote, simple select the correct choice. If you wish to 'cancel' your vote, select the 'cancel' button. You will be able to do this at any time whilst the poll remains open and before the Chair announces its closure at the end of the meeting.

#### **QUESTIONS**

Shareholders attending electronically may ask questions via the website by typing and submitting their question in writing - select the messaging icon from within the navigation bar and type your question at the bottom of the screen. Once finished, press the 'send' icon to the right of the message box to submit your question.

Alternatively, you can call the telephone number which will be displayed on the information page and ask a question during the Q&A session when invited to do so.

You may not use any electronic address provided in this document or any related documents to communicate with Elementis plc for any purposes other than those expressly stated herein.

#### **REQUIREMENTS**

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and listen to the audiocast. It is the user's responsibility to ensure you remain connected for the duration of the meeting. Please note that the inability of a shareholder or proxy to participate in a meeting does not affect the validity of the meeting.

## **DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES**

If you are a duly appointed proxy or corporate representative, you must contact the Company's registrars who will provide details on how to access the AGM. Please contact the Company's registrars by emailing: hybrid.help@equiniti.com. To avoid any delays accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).

## **ELEMENTIS AGM ONLINE GUIDE**



#### **MEETING ACCESS**

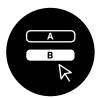
Shareholders can participate the meeting remotely, via: https://web.lumiagm.com/115-196-629. This can be accessed online using the latest version of Chrome, Firefox and Safari on your PC, laptop, tablet or smartphone. On accessing the meeting platform, you will be asked to enter your unique SRN and PIN (which is the first two and last two digits of your SRN).

Access to the Lumi platform will be available an hour prior to the start of the meeting. If you experience any difficulties, please contact Equiniti by emailing hybrid.help@equiniti.com stating your full name, postcode and Shareholder reference number, if known.



#### **BROADCAST**

Once logged in, and at the commencement of the meeting, you will be able to follow the proceedings on your device.



## **VOTING**

Once the Chair has formally opened voting, the list of resolutions will automatically appear on your screen. Select the option that corresponds with how you wish to vote.

Once you have selected your vote, the option will change colour and a confirmation message will appear to indicate your vote has been cast and received, there is no submit button.

To vote on all resolutions displayed select the "vote all" option at the top of the Screen.

To change your vote, reselect your choice. To cancel your vote, select the "cancel" button. You will be able to do whilst the poll remains open and before the Chair announces its closure.



## Q&A

Questions on the day can be submitted either as text via the Lumi messaging function or verbally via the Virtual Mic. Details of how to access the Virtual Mic will be provided on the day of the meeting, once you are logged into the Lumi platform.

To ask questions via the Lumi Messaging function, select the messaging icon from within the navigation bar and type your question at the top of the screen. To submit your question, click on the arrow icon to the right of the text box.

Alternatively, you can call the telephone number which will be displayed on the information page and ask a question during the Q&A session when invited to do so.



## **REQUIREMENTS**

An active internet connection is always required in order to allow you to cast your vote when the poll opens, submit questions and view the Broadcast. It is the user's responsibility to ensure you remain connected for the duration of the meeting.

As well as having the latest internet browser installed, users must ensure their device is up to date with the latest software release.



## **DULY APPOINTED PROXIES AND CORPORATE REPRESENTATIVES**

To receive your unique SRN and PIN please contact the Company's registrar Equiniti by emailing: hybrid.help@equiniti.com. To avoid any delays accessing the meeting, contact should be made at least 24 hours prior to the meeting date and time.

Mailboxes are monitored 9.00am to 5.00pm Monday to Friday (excluding public holidays in England & Wales).