

Notice of Annual General Meeting Elementis plc

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If you have sold or otherwise transferred all of your shares in Elementis plc, please send this document, together with the accompanying Form of Proxy, to the purchaser or transferee or to the stockbroker, bank, or other agent through whom the sale or transfer was effected, for transmission to the purchaser or transferee. If you have sold or transferred part only of your holding in shares in Elementis plc you should retain this document and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

This document should be read in conjunction with the Annual Report and Accounts in respect of the year ended 31 December 2006.

Notice of Annual General Meeting

Elementis plc

NOTICE IS HEREBY GIVEN that the tenth ANNUAL GENERAL MEETING of the Company will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on Thursday 26 April 2007 at 11.00am for the following purposes:

Ordinary business

1. To receive and adopt the Directors' report and audited financial statements for the year ended 31 December 2006.
2. To declare a dividend.
3. To approve the Directors' remuneration report for the year ended 31 December 2006.
4. To elect Robert Beeston as a director of the Company.
5. To elect David Dutro as a director of the Company.
6. To re-elect Ken Minton as a director of the Company.
7. To re-appoint KPMG Audit Plc as auditor.
8. To authorise the directors to determine the remuneration of the auditor.

Special business

To consider and, if thought fit, to pass the following resolutions of which Resolutions 9 and 10 will be proposed as ordinary resolutions and Resolutions 11 and 12 will be proposed as special resolutions:

9. That the Company may
 - (a) use 'electronic means' (such term having the meaning it has in the Financial Services Authority's Disclosure Rules and Transparency Rules) to convey information to its shareholders; and
 - (b) send or supply any document or information to members by making it available on a website.

This resolution, if passed, will allow the Company both to communicate with shareholders using email and to make information and documents available to them through a website, rather than through the post, in accordance with the Companies Act 2006 and the FSA's new Disclosure Rules and Transparency Rules.

Elementis intends to write to all shareholders later in the year requesting their agreement to the Company's use of a website for the purpose of providing documents and other information. Elementis will continue to provide documents and information through the post in the usual way to those shareholders who are not treated under the Companies Act 2006 as having agreed to their provision through a website.

10. That the authority conferred by Article 4.2 of the Company's Articles of Association will be renewed and so that for this purpose the Section 80 amount will be £7,364,759 and the prescribed period will be the period from the date of this Meeting to the conclusion of the next Annual General Meeting of the Company or 26 July 2008 whichever shall be the earlier.

This resolution, if passed, will extend the general authority of the Directors to allot shares until the Company's next Annual General Meeting or, if earlier, until 26 July 2008. The authority will be in respect of shares with an aggregate nominal value of £7,364,759, equal to one third of the Company's current issued share capital as at 23 February 2007. The directors have no present intention of exercising

this allotment authority. As at 23 February 2007 the Company held 19,901 of its own shares in treasury.

11. That:

- (a) the power conferred by Article 4.4 of the Company's Articles of Association be renewed and so that for this purpose the Section 89 amount will be £1,104,713 and the prescribed period will be the period specified in Resolution 10;
- (b) such power shall extend to the sale of treasury shares (within the meaning of Section 162A of the Companies Act 1985) for cash as if in respect of any such sale the words 'pursuant to the authority conferred by Article 4.2' were omitted from the second line of Article 4.4; and
- (c) for the purpose of such power the reference in Article 4.4 (a) to 'all holders (at a date selected by the Board) of issued ordinary shares (as nearly as practicable) in proportion to the number of ordinary shares respectively held by them' shall be deemed to exclude the Company in respect of any treasury shares held by it.

This resolution, if passed, will renew, for the same period as the general authority, to allot shares in Resolution 10, the disapplication of statutory pre-emption rights in relation to the Company's allotment for cash of its own shares or in relation to the Company's sale of its own shares held in treasury. The disapplication will permit the Directors to allot shares for cash pursuant to Resolution 10, or to sell treasury shares, without first offering them to all existing shareholders pursuant to their statutory pre-emption rights under the Companies Act 1985. Any such allotments or sales must be pursuant to a rights issue or an open offer or otherwise be limited to shares with an aggregate nominal value not exceeding that of 5 per cent of all the ordinary shares in issue as at 23 February 2007.

12. That the authority conferred on the Company at the ninth Annual General Meeting to make market purchases (as defined in Section 163(3) of the Companies Act 1985) of ordinary shares of 5 pence each in the capital of the Company be hereby renewed provided that:

- (a) the maximum number of ordinary shares hereby authorised to be purchased is 44,188,549;
- (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 105 per cent of the average of the market value for such shares 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;
- (d) 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 April 2008, if earlier; and
- (e) 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.

This resolution, if passed, will renew the Company's authority to make market purchases of the Company's ordinary shares on the London Stock Exchange until the Company's next Annual General Meeting or, if earlier, until 26 April 2008. 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 44,188,549 ordinary shares, representing 10 per cent of the Company's issued share capital as at 23 February 2007. The maximum price at which any such purchase may be made is equal to 105 per cent of the average of the middle market quotations for a share as taken from the London Stock Exchange Daily Official List for the five business days preceding the date of purchase.

The Company will be able to hold shares purchased under this authority in treasury with a view to selling them later on, rather than cancelling them. This ability will provide 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. Any shares purchased by the Company under this authority that are not held in treasury will be cancelled. Currently the Directors have no plans for holding any such shares in treasury instead of cancelling them, or for cancelling any of them instead of holding them in treasury.

The number of unissued shares that were subject to subscription options as at 23 February 2007 was 17,182,513. This equals, in number, 3.89 per cent of the Company's issued shares at that date. If the proposed share purchase authority were to be exercised in full, those 17,182,513 shares would represent 4.32 per cent of the issued shares as reduced by the share purchases. As at 31 December 2006 the Company was authorised to make market purchases of up to 43,687,282 ordinary shares pursuant to an ordinary resolution passed at the 2006 AGM on substantially the same terms as those set out in Resolution 13.

By order of the Board

Kathryn Silverwood
Company Secretary
16 March 2007

Registered office:
10 Albermarle Street
London
W1S 4BL

Notes:

- (1) A member entitled to attend and vote may appoint one or more proxies to attend and vote in his/her stead. A proxy need not be a member of the Company but, except in the case of a proxy for a corporate member, is not entitled to vote except on a poll.
- (2) The instrument appointing a proxy must reach the Company's Registrars not less than 48 hours before the time appointed for the meeting or adjourned meeting.
- (3) Only holders of ordinary shares on the register at 6.00pm on Tuesday 24 April 2007 or their duly appointed proxies will be entitled to attend and/or vote at the meeting. Shareholders shall be entitled to vote in respect of the number of ordinary shares registered in their names at the above time and any subsequent changes shall be disregarded in determining rights to attend and vote.

