

NOTICE OF ANNUAL GENERAL MEETING 2018

ELEMENTIS

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE 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

7 March 2018

Dear Shareholder

NOTICE OF ANNUAL GENERAL MEETING ('AGM') TO BE HELD ON 26 APRIL 2018

I am writing to give you notice of the Company's AGM that is to be held at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on Thursday 26 April 2018 at 11.00 am.

As you will see from the notice of AGM overleaf, there are a number of items of business to be considered and you will find explanatory notes for each resolution on pages 4 to 8.

The directors believe that in the interests of shareholder democracy, it is important that the voting intentions of all members are taken into account, not just those who are able to attend the AGM and as such we propose putting all resolutions to shareholders by way of poll rather than a show of hands. Shareholders attending the AGM will still have the opportunity to ask questions and vote on each resolution.

Action required

If you would like to vote on the resolutions but cannot come to the AGM, you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM. You will find a Form of Proxy and an Attendance Card enclosed with this notice. Alternatively, submit an electronic proxy appointment instruction as soon as possible and, in any event, so as to be received by the Company's Registrar at the relevant address set out below by no later than 11.00 am on 24 April 2018. Completion and return of the Form of Proxy or submission of an electronic instruction will not preclude you from attending and voting in person at the AGM should you subsequently decide to do so.

Questions

If you have any questions about the AGM or your shareholding, please contact our Registrar, Equiniti, by post at Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA; by telephone on 0371 384 2379 (overseas +44 121 415 7043; or for shareholders who have already registered with Equiniti's online portfolio service; Shareview, on the internet at www.shareview.co.uk (lines are open from 8.30 am to 5.30 pm Monday to Friday excluding public holidays in England and Wales). Further shareholder information can be found on the Company's corporate website at www.elementisplc.com

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 sincerely



ANDREW DUFF
Chairman

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2018 Annual General Meeting ('AGM' or the 'Meeting') of the Company will be held at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on Thursday 26 April 2018 at 11.00 am to transact the business set out below.

Resolutions 1 to 16 and 21 to 22 will be proposed as ordinary resolutions and resolutions 17 to 20 will be proposed as special resolutions.

ANNUAL REPORT AND ACCOUNTS 2017

1. That the Company's accounts and the reports of the directors and auditors for the year ended 31 December 2017 be received.

FINAL DIVIDEND

2. That a final dividend on ordinary shares be declared, as recommended by the Directors for the year ended 31 December 2017.

DIRECTORS' REMUNERATION POLICY AND REMUNERATION REPORT

3. That the directors' remuneration policy (set out on pages 58 to 66 of the directors' remuneration report) for the year ended 31 December 2017 be approved.
4. That the directors' remuneration report (excluding the directors' remuneration policy) for the year ended 31 December 2017 be approved.

RE-ELECTION OF DIRECTORS

5. That Andrew Duff be re-elected as a director.
6. That Paul Waterman be re-elected as a director.
7. That Ralph Hewins be re-elected as a director.
8. That Sandra Boss be re-elected as a director.
9. That Dorothee Deuring be re-elected as a director.
10. That Steve Good be re-elected as a director.
11. That Anne Hyland be re-elected as a director.
12. That Nick Salmon be re-elected as a director.

APPOINTMENT OF AUDITORS

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

AUDITORS' REMUNERATION

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

GENERAL AUTHORITY TO ALLOT SHARES

15. 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 £7,732,370; and
 - b. comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £7,732,370 in connection with an offer by way of a rights 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 or on 26 July 2019, 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:

- a. '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
- 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.

POLITICAL DONATIONS

16. 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:
 - a. make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;
 - 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 2019, 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 GENERAL MEETINGS

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

DISAPPLICATION OF PRE-EMPTION RIGHTS

18. That subject to the passing of Resolution 15, 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 15 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:
- 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 £1,159,855.

such authority to expire at the end of the next AGM of the Company or on 26 July 2019, 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:

- '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
 - 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.
19. That subject to the passing of Resolution 15, and in addition to any authority granted under Resolution 18, 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:
- limited to the allotment of equity securities or sale of treasury shares up to a nominal amount of £1,159,855; and
 - 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 AGM of the Company or on 26 July 2019, 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

20. 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:
- the maximum number of ordinary shares hereby authorised to be purchased is 46,394,223;
 - the minimum price which may be paid for such shares is 5 pence per share exclusive of expenses;
 - 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 amount stipulated by Article 3(2) of the EU Buy-back and Stabilisation Regulation (2016/1052/EU) being the higher of the price of the last independent trade and the highest current independent bid for an share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 20 will be carried out)
 - unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next AGM of the Company or 26 July 2019, 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.

EMPLOYEE SHARE SCHEMES

21. That the Elementis Long-Term Incentive Plan 2018 (the 'LTIP 2018'), the principal terms of which are summarised on pages 9 to 10 of the Explanatory Notes to this Notice of Meeting, the rules of which are produced in draft to this meeting and, for purposes of identification, initialled by the Chairman, be approved and the directors be and are hereby be authorised to:
- make such modifications to the LTIP 2018 as they may consider appropriate to take account of the requirements of best practice and for the implementation of the LTIP 2018 and to adopt the LTIP 2018 as so modified and to do all such other acts and things as they may consider appropriate to implement the LTIP 2018; and
 - establish further plans based on the LTIP 2018 but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the LTIP 2018.
22. That the Elementis plc 2018 UK Savings-Related Share Option Scheme ('UK SAYE Scheme 2018'), the principal terms of which are summarised on page 11 of the Explanatory Notes to this Notice of Meeting, the rules of which are produced in draft to this meeting and, for purposes of identification, initialled by the Chairman, be approved and the directors be and are hereby be authorised to:
- make such modifications to the UK SAYE Scheme 2018 as they may consider appropriate to take account of the requirements of best practice and for the implementation of the UK SAYE Scheme 2018 and to adopt the UK SAYE Scheme 2018 as so modified and to do all such other acts and things as they may consider appropriate to implement the UK SAYE Scheme 2018; and
 - establish further plans based on the UK SAYE Scheme 2018 but modified to take account of local tax, exchange control or securities laws in overseas territories, provided that any shares made available under such further plans are treated as counting against the limits on individual or overall participation in the UK SAYE Scheme 2018.

By Order of the Board

LAURA HIGGINS
Company Secretary

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

EXPLANATORY NOTES

The Notice of AGM appears on pages 2 to 3. The following information provides additional background information to several 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. In accordance with the UK Corporate Governance Code, the Company proposes a resolution on its audited accounts and directors' and auditors' reports for the year ended 31 December 2017. Shareholders will have the opportunity to put any questions to the directors before the resolution is proposed to the Meeting.

RESOLUTION 2 – FINAL DIVIDEND

The directors recommend a final dividend in respect of 2017 of 6.10 cents per share. The final dividend will be paid on 1 June 2018 in pounds sterling at an exchange rate of £1.00:\$1.4035 (equivalent to a sterling amount of 4.3463 pence per share), to shareholders on the register of members of the Company on 4 May 2018. A copy of the Company's dividend policy is set out on pages 2 to 3 of the annual report and accounts.

RESOLUTION 3 – DIRECTORS' REMUNERATION POLICY

The Company is required, pursuant to the Companies Act 2006, to put its directors' remuneration policy to shareholders for approval at the AGM this year, having been three years since the Company's current directors' remuneration policy was approved by shareholders (at the AGM in 2015). The proposed directors' remuneration policy is set out on pages 58 to 66 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 55 to 57 of the annual report and accounts. The proposed policy has been developed following dialogue with a range of our largest shareholders and institutional investor groups.

The vote on this resolution is binding and, if passed, the new directors' remuneration policy will apply immediately following the AGM, and will replace the current directors' remuneration policy. The new directors' remuneration policy will be effective for three financial years without the need for a new shareholder approval, unless any amendments are proposed to it. The directors will only be able to make remuneration payments in accordance with the approved new policy unless any other payments have been approved by a separate shareholder resolution. If resolution 3 is not passed, the current remuneration policy approved at the AGM in 2015 will continue in effect (until a new policy is approved by shareholders).

RESOLUTION 4 – DIRECTORS' REMUNERATION REPORT

This vote will be proposed as an advisory vote to approve the directors' remuneration report for 2017 (excluding the remuneration policy). An advisory vote means the outcome will not affect the actual remuneration paid to any individual director.

RESOLUTIONS 5 TO 12 – RE-ELECTION OF DIRECTORS

In accordance with the provisions of the UK Corporate Governance Code concerning the annual re-election of all directors of FTSE 350 companies, all the directors, will be retiring at the AGM and offer themselves for 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. Following these discussions and its annual performance evaluation, the Board is satisfied that all our directors, both executives and non-executives, contribute effectively and demonstrate appropriate commitment to their role and, therefore, shareholders are asked to support their re-election at the AGM.

Biographical details of each of the directors standing for re-election are set out below.

ANDREW DUFF, CHAIRMAN, AGE: 58

Andrew joined the Board as a non-executive director and deputy Chairman on 1 April 2014 and was appointed non-executive Chairman and chairman of the nomination committee on 24 April 2014.

Skills, competence and experience

Andrew has a demonstrable track record in delivering value to customers and shareholders through significant boardroom experience gained from large listed companies. This combined with experience in the manufacturing, energy and utilities sectors enables Andrew to lead the Elementis Board. From 2003 until 2009, he was chief executive officer of Npower, the successor entity to Innogy plc which in 2000 was demerged from, restructured and then sold by National Power to RWE, the German electricity and gas company. Andrew was also a member of the RWE's executive committee. Before this Andrew spent 16 years at BP in downstream international markets. Andrew has also been a non-executive director of Wolseley plc, the international plumbing and building materials company, between 2004 and December 2013, where he was also the senior independent director and chairman of the remuneration committee.

Andrew holds a BSc (Honours) degree in Mechanical Engineering and is a fellow of the Energy Institute.

Committee membership

N*

External appointments

- Non-executive chairman of Severn Trent plc (from July 2010) and a member of the corporate responsibility committee, nominations committee and remuneration committee
- Member of the CBI President's Committee
- Trustee of Macmillan Cancer Support
- Trustee of the Earth Trust

Nationality

British

PAUL WATERMAN, CHIEF EXECUTIVE OFFICER, AGE: 53

Paul was appointed Group CEO on 8 February 2016.

Skills, competence and experience

Paul has a proven track record in developing markets, products and opportunities for creating value, business optimisation and transformation. 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

RALPH HEWINS, CHIEF FINANCIAL OFFICER, AGE: 54

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

Skills, competence and experience

Ralph is an accomplished CFO who has a strong track record in finance, strategy development and implementation, and mergers and acquisitions. During his 30 year career with BP, Ralph 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

SANDRA BOSS, NON-EXECUTIVE DIRECTOR, AGE: 50

Sandra was appointed a non-executive director on 1 February 2017.

Skills, competence and experience

Sandra brings strategic experience gained as a consultant to complex global companies on transformational change. She was a senior partner at McKinsey & Company from 2005 to 2014 (and a partner from 2000), where she specialised in investment banking and risk, and held several senior management positions in the UK and the US. At McKinsey, Sandra acted as an adviser to global financial institutions, corporates and public sector bodies on a wide range of strategic, operational and policy issues. Sandra has held other non-executive and advisory appointments with the Institute of International Finance, the McKinsey Master Retirement Trust and the Edith Wharton Restoration.

Sandra has a BA degree in American Studies and Economics from Stanford University and an MBA degree from Harvard Business School.

Committee membership

A, N, R

External appointments

- External member of the Bank of England's Prudential Regulation Committee (from September 2014) and an independent member of the executive committee of the Bank that oversees the real time gross settlement service and high value payment system (from November 2017)
- A non-executive director of Enstar Group Ltd (from November 2015), chairman of the risk committee and a member of the compensation and nominating committees

Nationality

British/American

DOROTHEE DEURING, NON-EXECUTIVE DIRECTOR, AGE: 49

Dorothee was appointed a non-executive director on 1 March 2017.

Skills, competence and experience

Dorothee's background is in corporate finance with experience in the broader chemicals sector. She 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 supervisory board of Bilfinger SE (from May 2016) and member of Audit Committee
- Non-executive director of Röchling Group SE (from May 2016)
- Non-executive director of AXPO Holding AG (from March 2017)

Nationality

Austrian

STEVE GOOD, NON-EXECUTIVE DIRECTOR, AGE: 56

Steve was appointed a non-executive director on 20 October 2014 and became chairman of the remuneration committee on 25 April 2017.

Skills, competence and experience

Steve has international experience in specialty chemicals businesses, manufacturing and diverse industrial markets. 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 between 2006 and 2009, director of new business between 2005 and 2006, and managing director of its plastics division between 2004 and 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. He was also non-executive director and chairman of the remuneration committee of Cape plc from July 2015 to September 2017.

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 director of Anglian Water Services (from April 2015) and member of the audit committee, nomination committee and remuneration committee

Nationality

British

EXPLANATORY NOTES CONTINUED

ANNE HYLAND, NON-EXECUTIVE DIRECTOR, AGE: 57

Anne was appointed a non-executive director in June 2013 and became chairman of the audit committee on 1 August 2013.

Skills, competence and experience

Anne brings substantial financial expertise to the Board. She is currently CFO of Kymab Ltd, a biopharmaceutical company funded by the Wellcome Trust and the Bill & Melinda Gates Foundation. Prior to her current executive role, she was CFO and company secretary of BBI Diagnostics Group Ltd and FTSE-listed Vectura Group plc. Previous senior finance positions held include director of corporate finance at Celltech Group plc, Medeva plc and KPMG.

Anne holds a degree in Business Studies from Trinity College, Dublin and is a chartered accountant (FCA) and a corporate tax adviser (CTA – AITI).

Committee membership

A*, N

External appointments

– Non-executive director of Clinigen Group plc (from January 2018) and chairman of the audit committee

Nationality

Irish

NICK SALMON, SENIOR INDEPENDENT DIRECTOR, AGE: 65

Nick was appointed a non-executive director on 20 October 2014 and became senior independent director on 16 December 2014.

Skills, competence and experience

Nick brings extensive experience both as a non-executive director and as an accomplished executive. He has been responsible for leading several major restructuring projects and negotiating complex acquisitions and disposals. He was chief executive of Cookson Group plc from July 2004 to December 2012 when Cookson demerged to create two new listed companies, Vesuvius plc and the specialty chemicals company, Alent plc. He was formerly executive vice-president of Alstom S.A. and chief executive of Babcock International Group plc. He held other senior management positions at GEC and GEC Alstom and the China Light and Power Company.

Nick served as a non-executive director of United Utilities plc from 2005 to 2014 where he was also senior independent director from 2007 onwards.

Nick holds a degree in Mechanical Engineering and is a fellow of the Royal Academy of Engineering.

Committee membership

A, N, R

External appointments

– Non-executive director of Interserve plc (from August 2014) and a member of the audit committee, nomination committee and remuneration committee
– Independent chairman of South East Water Ltd (from April 2015).

Nationality

British

Key to membership of committees:

A Audit Committee
N Nomination Committee
R Remuneration Committee
* Chairman of Committee

RESOLUTIONS 13 AND 14 – APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION

Resolution 13 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. The rationale for this recommendation can be found in the annual report on page 53.

Resolution 14 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 53 of the annual report) 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 2017 and that they do not impact on the auditor's objectivity and independence.

RESOLUTION 15 – GENERAL AUTHORITY TO ALLOT SHARES

Under the Companies Act 2006 and Article 4.2 of the Company's Articles of Association, 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 25 April 2017, shareholders granted the directors such authority to allot equity securities.

Part (a) of Resolution 15 seeks to renew that authority to allow the directors to allot equity securities up to an aggregate nominal amount of £7,732,370 representing an amount equal to one-third of the Company's issued share capital, excluding any shares held by the Company in treasury ('Treasury Shares'), as at 5 March 2018 the latest practicable date prior to the printing of this document. The Company holds no such Treasury Shares.

In addition, the Company is seeking authority in part (b) of Resolution 15 to allow the directors to allot equity securities only in connection with a rights issue up to a further nominal value of £7,732,370, representing an amount equal to one-third of the Company's issued share capital, excluding Treasury Shares, as at 5 March 2018.

The authority being sought in Resolution 15 complies with the latest guidelines issued by the Investment Association. If Resolution 15 is passed, the directors will have the authority in certain circumstances to allot equity securities up to a total nominal value of £15,464,740, representing a total amount equal to two-thirds of the Company's issued share capital, excluding Treasury Shares, as at 5 March 2018.

The directors have no present intention of exercising the authority in Resolution 15. 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 15 will expire on the date of the Company's next AGM or 26 July 2019, whichever is the earlier.

RESOLUTION 16 – POLITICAL DONATIONS

This special 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 2019 (whichever is earlier) and the directors expect to seek to renew this authority at each AGM.

RESOLUTION 17 – 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 18 AND 19 – AUTHORITY TO ALLOT SHARES FOR CASH FREE FROM PRE-EMPTION RIGHTS

Under the Companies Act 2006 and Article 4.4 of the Company's Articles of Association, 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 15 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 18 will permit the directors to use the authority in Resolution 15 to allot:

- a. equity securities up to a nominal amount of £15,464,740, representing two-thirds of the Company's issued share capital as at 5 March 2018 (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 15 (in each case subject to any adjustments, such as for fractional entitlements and overseas shareholders, as the directors see fit); and
- b. equity securities up to a maximum nominal value of £1,159,855, representing approximately 5 per cent of the issued ordinary share capital of the Company as at 5 March 2018 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 19 will permit the directors to allot additional equity securities up to a maximum nominal value of £1,159,855, representing approximately a further 5 per cent of the issued ordinary share capital of the Company as at 5 March 2018 (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 19 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 19) without prior consultation with shareholders. If passed, the authorities given in Resolution 18 and 19 will expire on the date of the Company's next AGM or 26 July 2019, 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 18 and 19.

RESOLUTION 20 – 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 2019. 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 46,394,223 ordinary shares, representing 10 per cent of the Company's issued share capital as at 5 March 2018, 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 20 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.

EXPLANATORY NOTES CONTINUED

The number of unissued shares that were subject to subscription options as at 5 March 2018 was approximately 6,559,000. This equals, in number, 1.41 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 1.57 per cent of the issued shares as reduced by the share purchases. As at 5 March 2018, the latest practicable date prior to the printing of this document, the Company was authorised to make market purchases of up to 46,363,588 ordinary shares pursuant to an ordinary resolution passed at the 2017 AGM on substantially the same terms as those set out in Resolution 20.

RESOLUTIONS 21 AND 22 – EMPLOYEE SHARE SCHEMES

Shareholder approval is sought for the approval of the following:

- the Elementis plc Long Term Incentive Plan 2018 ('LTIP 2018') (Resolution 21); and
- the Elementis plc 2018 UK Savings-Related Share Option Scheme ('UK SAYE Scheme 2018') (Resolution 22).

(together the 'New Share Schemes')

The New Share Schemes replace the Company's existing share schemes ('Old Share Schemes') that will expire in 2018. Shareholder approval is sought for the approval of the New Share Schemes at the AGM to ensure that the Company has the appropriate share incentives and that they operate consistently with the revised directors' remuneration policy. No new awards will be made under the Old Share Schemes after the date of the AGM, provided shareholder approval is obtained for the New Share Schemes.

The principal terms of the New Share Schemes are set out in this document on pages 9 to 11.

There are no material differences between the New Share Schemes and Old Share Schemes save that under the proposed LTIP 2018 there is the ability to grant restricted shares to employees below Board level (i.e. shares that vest based on time only) in addition to the current approach of granting performance related share awards. This revised approach reflects the fact that most participants in the proposed LTIP 2018 will be based in the U.S. where it is common practice to grant restricted shares. Taking this approach will enable the Company to better compete for the best talent in the U.S. and offer greater flexibility to reward and incentivise our key below Board talent more generally.

Under each resolution authority is also being sought to allow supplementary plans to the LTIP 2018 and UK SAYE Scheme 2018 to be established for benefit of employees of the Company (or any of its subsidiaries) who are resident or working outside the UK and for whom participation in the LTIP 2018 and UK SAYE Scheme 2018 is otherwise impractical.

The rules of the New Share Schemes will be available for inspection during normal business hours on Monday to Friday (excluding UK public holidays) at the Company's registered office from the date of this document until the close of the AGM and at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG for at least 15 minutes before the AGM and during the AGM.

DOCUMENTS FOR INSPECTION

See Note 9 to the Notice of Meeting on page 12.

SUMMARY OF THE PRINCIPAL FEATURES OF THE ELEMENTIS PLC LONG-TERM INCENTIVE PLAN 2018 ('LTIP 2018')

1. ADMINISTRATION

The LTIP 2018 will be administered by the remuneration committee of the board of directors of the Company (the 'Remuneration Committee').

2. ELIGIBILITY

Employees (including executive directors) of the Company or of any of its subsidiaries will be eligible to participate in the LTIP 2018.

3. NATURE OF LTIP AND FORM OF AWARDS

Overview

The LTIP 2018 is an 'umbrella' arrangement which, to give the Committee maximum flexibility, allows different types of award to be granted.

Performance Share Awards

It is intended that the LTIP 2018 will be used annually to grant 'Performance Share Awards' in respect of ordinary shares to the executive directors of the Company and other members of senior management. Performance Share Awards must be granted subject to performance targets.

Performance Share Awards may be granted in the form of:

- nil (or nominal) cost options to acquire ordinary shares; or
- contingent rights to receive ordinary shares; or
- cash-based awards.

It is currently intended that the first grant of Performance Share Awards be made within six weeks of shareholder approval of the LTIP 2018 at the AGM.

Restricted Stock Awards

The LTIP 2018 also gives the Committee the ability to grant 'Restricted Stock Awards' which may be granted in the same form as Performance Share Awards but which will not be subject to performance targets.

It is currently intended that Restricted Stock Awards will be granted annually to certain members of senior management below Board level. Where Restricted Stock is granted, it is expected that award levels will be lower than if Performance Shares Awards were to be granted since these awards are more valuable to a recipient given there is no performance target attached to the vesting of the award. There is no intention that Restricted Stock will be granted to executive directors

4. INDIVIDUAL LIMIT

The LTIP 2018 contains an individual limit which provides that the market value of ordinary shares that may be awarded to any one participant in any financial year under all forms of award cannot exceed 250 per cent of annual base salary.

5. SOURCE OF ORDINARY SHARES AND DILUTION LIMIT

Awards may be satisfied by newly issued ordinary shares or ordinary shares purchased in the market by an employees' trust or by the transfer of ordinary shares held in treasury.

The number of new ordinary shares issued or remaining capable of being issued pursuant to awards under the LTIP 2018 and all of the Company's other employee share schemes in any period of ten years will not exceed 10 per cent of the ordinary share capital of the Company in issue from time to time.

The number of new ordinary shares issued or remaining capable of being issued pursuant to awards granted under the LTIP 2018 and the Company's other discretionary share schemes in any period of ten years will not exceed 5 per cent of the ordinary share capital of the Company in issue from time to time.

If awards are to be satisfied by a transfer of existing ordinary shares, the percentage limits stated above will not apply. Insofar as it is necessary to ensure compliance with the guidelines issued from time to time by institutional investors, the percentage limits will apply to awards satisfied by the transfer of ordinary shares held in treasury.

6. GRANT OF AWARDS

Awards may be granted during the six weeks immediately following the AGM. Thereafter, awards may only be granted:

- during the period of six weeks beginning with the dealing day following the announcement of the Company's results for any period;
- within 28 days of a person first joining the Group; or
- subject to any relevant restrictions on dealings in ordinary shares, on any other day which the Committee determines that exceptional circumstances exist.

No awards may be made more than ten years after shareholder approval of the LTIP 2018. No payment will be required for the grant of an award.

7. PERFORMANCE TARGETS

As noted in section 3 above, Performance Share Awards will always be subject to performance targets.

Performance Share Awards – initial grants

It is intended that the first set of Performance Share Awards to be granted to the executive directors of the Company will be subject to performance targets relating to earnings per share ('EPS') and total shareholder return ('TSR') measured in each case between 1 January 2018 and 31 December 2020.

50 per cent of each of these awards will be subject to a performance target requiring average annual EPS growth over the performance period to be in excess of 3 per cent as follows:

Average annual EPS growth over the three-year performance period	Percentage of shares subject to the EPS performance target that vest
3% or less	0%
More than 3% but less than 10%	On a straight line basis between 0% and 100%
10% or more	100%

The other 50 per cent of each of these awards will be subject to a performance target requiring the Company's TSR to be at least at the median of the companies comprising the FTSE All-Share Index (excluding investment trusts). If it is, this part of an award will vest as follows:

TSR ranking of the Company compared to the FTSE All-Share Index over the three-year performance period	Percentage of shares subject to the TSR performance target that vest
Below median	0%
Median	3.85%
Between median and upper quartile	On a straight line basis between 3.85% and 100%
Upper quartile	100%

Committee discretion

The Committee has the discretion to reduce the number of ordinary shares that vest to ensure that vesting outcomes are appropriate in light of the underlying business performance of the Company'.

Amending performance targets

The Committee may amend a performance target if an event occurs which causes the Committee to consider it appropriate to do so. The amended target shall not be materially more or less demanding to satisfy than the original performance target was when first set and must be a fairer measure of performance than the original performance target.

Other awards

Awards granted to executive directors of the Company in future years may, subject to the Company's shareholder approved directors' remuneration policy, be granted subject to different performance targets to those described above provided that such other targets are not materially less challenging on grant than the performance targets described above were when the 2018 awards were granted.

Awards granted other than to executive directors of the Company may be subject to other performance targets or granted as Restricted Stock Awards.

8. VESTING OF AWARDS

Performance Share Awards will normally vest on the third anniversary of grant, subject to the satisfaction of the performance targets.

Restricted Stock Awards will vest at such time(s) as the Committee may specify on grant, although the intention in respect of the first grant of Restricted Stock Awards is for those awards to normally vest on the third anniversary of grant.

SUMMARY OF THE PRINCIPAL FEATURES OF THE ELEMENTIS PLC LONG-TERM INCENTIVE PLAN 2018 ('LTIP 2018')

CONTINUED

Post-vesting holding periods

It is currently intended that Performance Share Awards granted to executive directors of the Company will be subject to a post-vesting holding period which will prevent the sale of any ordinary shares received pursuant to a Performance Share Award until the fifth anniversary of grant (other than those sold to raise funds to discharge the tax liabilities arising on vesting/exercise (as applicable)).

The current intention is also that the post-vesting holding period will apply notwithstanding that the participant has ceased employment with the Company's Group, although the Committee may terminate the post-vesting holding period early if the cessation occurs due to a good leaver reason referred to in section 9 or if there is a takeover of the Company.

Notwithstanding the above, the terms and basis upon which the post-vesting holding period will operate shall be determined by the Committee from time to time.

9. LEAVING EMPLOYMENT

If a participant leaves employment with the Company's Group his award will normally lapse unless he is a 'good leaver'.

A participant will be a 'good leaver' if the reason for leaving is injury, ill-health, disability, redundancy, retirement (with the consent of the Committee), the sale of the employing business or company or otherwise at the discretion of the Committee.

If the participant is a good leaver then awards shall vest on the date on which they would have vested had the cessation not occurred subject to any performance targets being satisfied and, unless the Committee determines otherwise, a time pro-rata reduction to reflect the period of time between grant and cessation relative to the length of the vesting period.

The Committee may, alternatively, allow awards held by good leavers to vest before the normal vesting date subject to the satisfaction of any performance targets and, unless the Committee determines otherwise, a time pro-rata reduction as described above.

If the participant dies his award will vest on the date of death. The Committee may, alternatively, allow the award to vest on the normal vesting date (or such other date between the date of death and the normal vesting date as it sees fit). In all cases, vesting will be subject to any performance targets being met at the relevant time and, unless the Committee determines otherwise, a time pro-rata reduction as described above.

Where in certain circumstances a participant (other than an executive director of the Company) is transferred to work overseas his unvested award may vest at the discretion of the Committee.

10. RECOVERY AND WITHHOLDING

Awards may be subject to withholding and/or recovery within three years from the date of vesting if the Committee determines that there has been a material misstatement of the Company's financial results, an error in assessing any applicable performance target or the participant's employment is terminated (or could have been summarily terminated) as a result of misconduct on the part of that individual. In these circumstances, the Committee may withhold or recover future incentive compensation, including but not limited to the amount of any unpaid bonus, the number of ordinary shares under a vested but unexercised LTIP 2018 award and/or a requirement to recover the value of any over-vesting by requiring the participant to make a cash payment to the Company.

11. CORPORATE EVENTS

In the event of a takeover of the Company, awards shall vest early on the following basis:

- Performance Share Awards shall vest subject to the satisfaction of the performance targets and, unless the Committee determines otherwise, a time pro-rata reduction to reflect the period of time between grant and takeover relative to three years; and
- Restricted Stock Awards shall vest subject, unless the Committee determines otherwise, to a time pro-rata reduction to reflect the period of time between grant and takeover relative to the length of the relevant vesting period.

In the event of a demerger, delisting, special dividend or other event which, in the opinion of the Committee, would affect the market price of an ordinary share to a material extent the Committee may allow awards to vest on the basis described above. Awards will not normally vest on an internal reorganisation.

12. DIVIDEND EQUIVALENTS

The Committee may decide that participants will receive a payment (in cash and/or ordinary shares) on or shortly following the settlement of their awards of an amount equivalent to the dividends that would have been paid on those ordinary shares between the time when the awards were granted and the time when they vest (or, where an award is structured as a nil or nominal cost option, the earlier of the exercise date and the date on which any applicable post-vesting holding period expires).

13. ADJUSTMENT OF AWARDS

If there is any variation of the Company's ordinary share capital, or in the event of a demerger or payment of a special dividend or similar event which would otherwise materially affect the value of an award, the Committee may adjust the number of ordinary shares under award and the exercise price (if any).

14. RIGHTS ATTACHING TO ORDINARY SHARES AND TRANSFERABILITY

Ordinary shares allotted or transferred under the LTIP 2018 will rank alongside shares of the same class then in issue. The Company will apply to the Financial Conduct Authority for the listing of any newly issued ordinary shares. Awards are not transferable (except on death) and are not pensionable benefits.

15. AMENDMENT

The Committee may amend the LTIP 2018 in any respect. However, the provisions governing eligibility, equity dilution, individual participation limits, the basis for determining the rights of participants to acquire ordinary shares or to receive cash and the adjustments that may be made following a variation of capital cannot be altered to the advantage of existing or new participants without the prior approval of shareholders in general meeting. There is an exception for minor amendments to benefit the administration of the LTIP 2018, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants in the LTIP 2018 or for any member of the Company.

This summary does not form part of the rules of the LTIP 2018 and should not be taken as affecting the interpretation of the detailed terms and conditions of the rules of the LTIP 2018. The Committee reserves the right up to the time of the AGM to make such amendments and additions to the rules of the LTIP 2018 as it sees fit provided that such amendments do not conflict in any material respect with this summary.

SUMMARY OF THE PRINCIPAL FEATURES OF THE ELEMENTIS PLC 2018 UK SAVINGS-RELATED SHARE OPTION SCHEME ('UK SAYE SCHEME 2018')

1. OPTIONS AND SHARE RIGHTS

The UK SAYE Scheme 2018 will provide for eligible employees to be granted options to acquire ordinary shares in the Company.

Ordinary shares allotted under the UK SAYE Scheme 2018 will rank *pari passu* in all respects with all other ordinary shares then in issue, but will not participate in any dividend or other rights attaching to shares by reference to a record date preceding the date of exercise of an option.

2. ELIGIBILITY

All UK employees of Elementis plc and any subsidiaries which have been nominated as 'participating companies' ('Elementis Group') who have at least three months' continuous service prior to the invitation date will be eligible to participate in the UK SAYE Scheme 2018.

3. SAVINGS CONTRACTS

Participants will be required to enter into a three or five year savings contract with a bank or a building society to make fixed monthly savings contributions. At the end of the specified savings period a tax free bonus will be payable by the savings carrier. Participants may use their savings and the bonus to acquire ordinary shares on the exercise of their options.

4. INDIVIDUAL LIMIT ON PARTICIPATION

The number of ordinary shares over which an option may be granted is limited to that number which may be purchased at the exercise price out of the anticipated proceeds of the savings account at maturity. Participants may save up to the maximum monthly amount allowed under the legislation (currently £500 a month) although the Board of directors of Elementis plc ('Board') may set a lower limit.

5. OFFER PERIODS

Invitations to apply for options may normally only be issued within 42 days of the announcement of the Company's results for any year, half-year or other period. No options may be granted more than ten years after the approval of the UK SAYE Scheme 2018 by shareholders.

6. POWER TO SCALE DOWN

The Board may decide to impose a limit on the number of shares available for the grant of options under the UK SAYE Scheme 2018 on a particular occasion, and if it does so, this limit must be notified to all eligible employees in the invitation.

If an invitation is over-subscribed and the applications for options exceed the number of shares available for the grant of options, the rules permit the Board to 'scale down' applications to ensure that the limit is not exceeded.

7. EXERCISE PRICE

The price at which participants may acquire shares is fixed by the Board when the option is granted, and may not be less than the greater of (i) 80 per cent of the market value of an ordinary share (being the average of the middle market quotations for the five dealing days immediately preceding the day on which invitations are issued under the UK SAYE Scheme); and (ii) the nominal value of such shares.

8. SCHEME LIMIT

The limit on the number of ordinary shares which may be issued pursuant to options granted under UK SAYE Scheme 2018 is that, in any ten year period, not more than 10 per cent of Elementis plc's issued ordinary share capital for the time being may be allocated under all Elementis Group employee share schemes. For the purpose of this limit, any options which lapse in accordance with the rules of the UK SAYE Scheme 2018 cease to count.

9. NON-TRANSFERABILITY

An option may only be exercised by the person to whom it is granted or, on his/her death, his/her personal representatives and is not transferable. Benefits receivable under the UK SAYE Scheme 2018 will not be pensionable.

10. EXERCISE RIGHTS

Options will normally only be exercisable for a period of six months commencing on the date the tax free bonus becomes payable under the savings contract. If an option is not exercised by the end of that period it will lapse. Options may, however, be exercised earlier than this in certain specified circumstances including death or on leaving employment on account of injury, disability, redundancy, retirement, or in the event of the sale of the business or subsidiary for which the individual works. Options which have been held for at least three years may also be exercised in circumstances which the Board considers to be retirement or voluntary redundancy. Options may also be exercised for a limited period after a takeover, reconstruction or amalgamation or a voluntary winding up of Elementis plc. In the event of a takeover or reconstruction, a participant may be permitted to exchange his/her option for an option over shares in the acquiring company. In all such cases of early exercise, an option may be exercised only to the extent of the participant's savings (plus any interest that is due under the relevant savings contract) at that time.

11. ADJUSTMENTS

In the event of any rights or capitalisation issues, or of any reduction, subdivision, consolidation or other variation of share capital, the option price and/or the number of ordinary shares over which options have been granted may be adjusted.

12. AMENDMENTS

The UK SAYE Scheme 2018 cannot be amended to the advantage of option holders without the prior approval of shareholders in general meeting (except amendments which the Board considers necessary or desirable to benefit its administration, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for option holders or for any member of the Elementis Group). If it is intended that the UK SAYE Scheme 2018 is to retain the associated tax benefits, no amendment to a 'key feature' of the UK SAYE Scheme 2018 can be made.

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 6.30 pm on 24 April 2018, or, in the case of an adjournment, by 6.30 pm 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.
2. 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.
3. 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.
4. 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 of Members.
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 11.00 am on 24 April 2018 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 7 below) will not prevent a member from attending in person and voting at the meeting should he/she so wish.
6. 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 11.00 am on 24 April 2018 (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.
7. 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.
8. As at 5 March 2018 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 463,942,238 ordinary shares of 5 pence each, all carrying one vote each, and (ii) the total voting rights in the Company were 463,942,238.
9. The directors' service contracts, letters of appointment and Rules of the New Share Schemes 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 26 April 2018 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.
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 11.00 am on 24 April 2018. 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 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.
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.elementisplc.com.
13. Pursuant to Section 319A of the Companies Act 2006, 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 22 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 Group operates a website which can be found at www.elementisplc.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 Limited
Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA

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

Lines are open 8.30 am to 5.30 pm, 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.

PAYMENT OF DIVIDENDS

It is in the best interests of shareholders and the Company for dividends to be paid directly into bank or building society accounts. Any shareholder who wishes to receive dividends in this way should contact the Company's registrars to obtain a dividend mandate form.

REGISTRARS' TEXT PHONE

For shareholders with hearing difficulties:
Callers inside the UK telephone: 0371 384 2255
Callers outside the UK telephone: +44 (0)121 415 7028

REGISTRAR'S WEB BASED ENQUIRY SERVICE

Equiniti provides a range of shareholders' services online. The portfolio service provides access to information on share balances, balance movements, indicative share prices and information on recent dividends and also enables address and dividend mandate details to be amended online. For further information and practical help on transferring shares or updating your details, please visit www.shareview.co.uk.

Equiniti also 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 8.30 am and 4.30 pm (lines are open until 6.00 pm for enquiries) and for internet share dealing please visit: www.shareview.co.uk/dealing.

CORPORATE INFORMATION

COMPANY SECRETARY

Laura Higgins

REGISTERED OFFICE

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

REGISTERED NUMBER

3299608

AUDITORS

Deloitte LLP

JOINT CORPORATE BROKERS

UBS Investment Bank
N+1 Singer

PUBLIC RELATIONS

Tulchan Communications

FINANCIAL CALENDAR

27 February 2018	Preliminary announcement of final results for the year ended 31 December 2017
26 April 2018	Annual General Meeting
26 April 2018*	Trading update
3 May 2018	Ex-dividend for final dividend for 2017 payable on ordinary shares
4 May 2018	Record date for final dividend for 2017 payable of ordinary shares
1 June 2018	Payment of final dividend for 2017 on ordinary shares
31 July 2018*	Interim results announcement for the half year ending 30 June 2018
6 September 2018*	Ex-dividend date for interim dividend for 2018 payable on ordinary shares
7 September 2018*	Record date for interim dividend for 2018 payable on ordinary shares
28 September 2018*	Payment of interim dividend for 2018 on ordinary shares

* Provisional date

PRINCIPAL OFFICES

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

Tel: +44 (0) 20 7067 2999
Fax: +44 (0) 20 7067 2998

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

Elementis Global
469 Old Trenton Road
East Windsor
NJ 08512
US

Tel: +1 609 443 2000

Websites: www.elementis.com
(Specialty Products)

www.elementischromium.com
(Chromium)

ELEMENTIS PLC

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

Tel: +44 (0) 20 7067 2999
Fax: +44 (0) 20 7067 2998

WWW.ELEMENTISPLC.COM