

NOTICE OF ANNUAL GENERAL MEETING 2026

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) (except for any personalised forms) 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.

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Elementis plc (the 'Company')
(registered in England & Wales no. 3299608)
The Bindery
5th Floor, 51-53 Hatton Garden
London
EC1N 8HN

Dear Shareholder

I am writing to give you notice of the Company's Annual General Meeting ('AGM') which is to be held at the offices of A&O Shearman Sterling LLP (A&O Shearman) at One Bishops Square, London, E1 6AD on Wednesday 29 April 2026 at 10.00 am.

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 2026 AGM will be an in-person meeting and I am looking forward to welcoming and having discussions with shareholders. We have made the decision not to provide facilities to attend the AGM electronically this year, following limited shareholder uptake at previous AGMs. However, if you are unable to join us on the day, please note that a recording of the AGM will be made available via our website following the meeting at www.elementis.com/investors/shareholder-information/annual-general-meeting.

We encourage you to monitor our website at <https://www.elementis.com/investors/shareholder-information/annual-general-meeting>, where we will communicate any changes to the AGM arrangements, should the need arise.

Whether or not you intend to be present at the AGM, you are encouraged to appoint a proxy, with voting instructions, as soon as possible.

You may appoint the Chair 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. If you would like to appoint a proxy other than the Chair of the AGM, please note that they must attend the AGM for your vote to be counted.

All shareholders are sent either a Proxy Voting Form, a Voting Card or an email containing their 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 www.shareview.co.uk.

In order to be valid, your proxy appointment, together with any voting instructions, must be received by the Company's Registrar at the relevant address, or electronically as set out in the additional notes to the Notice of AGM, by no later than 10.00 am on Monday 27 April 2026. Appointing a proxy will not preclude you from attending and voting in person at the AGM, should you subsequently decide to do so.

Please note: any shareholders, proxies and corporate representatives attending at the offices of A&O Shearman will be required to bring a form of ID for security purposes.

HOW TO VOTE AT THE AGM

Shareholders who attend the AGM will be able to vote at the meeting. Shareholders who are unable to attend the AGM 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 15 and 16.

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

HOW TO ASK QUESTIONS AT THE AGM

Shareholders, proxies and corporate representatives attending at the offices of A&O Shearman are able to ask the Board questions at the AGM.

Questions may also be submitted in advance of the AGM. Pre-submitted questions should be sent before 10.00 am on 27 April 2026, to the following email address: company.secretariat@elementis.com. If you have any questions but are unable to attend the AGM, please note that the Board will seek to respond before the proxy voting deadline to any individual shareholders who send a question to us before the close of business on 21 April 2026.

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 8 to 14. Most resolutions are standard matters which are dealt with as a matter of course at every AGM.

For the year ended 31 December 2025, the Board is pleased to propose a final dividend of 3.0 cents per ordinary share. If approved, the final dividend will be paid on 29 May 2026 to shareholders on the register at close of business on 1 May 2026 at an exchange rate of £1.00:\$1.3482 (equivalent to a sterling amount of 2.23 pence per share).

The Annual Report and Accounts for the year ended 31 December 2025 have been published and are available on our website, www.elementis.com. These detail our financial, operational and corporate responsibility performance in the last financial year and the Board's plans for the future direction of Elementis plc.

Following the conclusion of a comprehensive and competitive tender process, the Board has approved the proposed appointment of Ernst & Young LLP as the Company's new external Auditor, subject to approval by shareholders at the AGM. Full details of the process are provided in the Audit Committee report on pages 113 to 115 of the 2025 Annual Report and Accounts. Deloitte LLP will therefore step down as the Company's external Auditor at the conclusion of the AGM and we thank them for their service.

The Board were pleased to announce in September the appointment of Executive Director, Kath Kearney-Croft as CFO from 1 January 2026, who will stand for election for the first time. The Board considers that Kath will add a considerable breadth of experience and knowledge to your Board. Heejae Chae and Ralph Hewins stood down from the Board at the end of 2025; and Dorothee Deuring retired

from the Board on 28 February 2026, following nine years on the Board. As announced in October, I will step down from the Board at the conclusion of the AGM and therefore not seek re-election. It has been an honour to serve in this role, and I am confident the Group is well positioned for a new chapter of growth. The Board announced on 19 March 2026 the appointment of Trudy Schoonenberg as Non-Executive Chair with effect from the end of the AGM. Trudy has served as Non-Executive Director of Elementis since April 2022. Also announced was the appointment of Mike Humphrey as an Independent Non-Executive Director with effect from 29 April 2026, the date of the AGM. Further details on these appointments can be found on page 8.

The Board has become aware of a technical issue in relation to the Company's procedures for the payment of the interim dividend in respect of the six months ended 30 June 2025 of 1.3 cents per share which was paid to shareholders on 26 September 2025 (the "**Interim Dividend**") and certain purchases of the Company's ordinary shares as part of its share buyback programme during the period commencing on 11 July 2025 and ending on 12 December 2025 (inclusive) (the "**Affected Buybacks**") (the Interim Dividend and the Affected Buybacks together, the "**Relevant Distributions**"). The Board has identified that the Relevant Distributions inadvertently did not fully comply with certain procedural requirements under the Companies Act 2006 (the "**Act**").

The Company has been advised that, as a consequence of the Relevant Distributions having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of the Interim Dividend and against persons who were directors of the Company at the time of payment of the Interim Dividend and at the time the Affected Buybacks were undertaken (the "**Relevant Directors**").

The Board notes, however, that the Company has no intention of bringing any such claims.

Therefore, it is proposed that the Company enter into the Shareholders' Deed of Release and the Directors' Deed of Release. The consequence of the entry into these deeds by the Company is that the Company will be unable to make any claims against:

- (a) past and present shareholders of the Company who were recipients of the Relevant Distributions; and
- (b) the Relevant Directors,

in each case in respect of the payment of the Relevant Distributions otherwise than in accordance with the Act.

The entry by the Company into the Directors' Deed of Release constitutes a related party transaction (as defined in the UK Listing Rules) as each of the Relevant Directors is a related party for the purposes of the UK Listing Rules. Accordingly, as required by UK Listing Rule 8.2.1R, the Board is required to obtain an opinion from the Company's sponsor that each of (i) the release of claims against the Relevant Directors in connection with the Relevant Distributions and (ii) the entry into the Directors' Deed of Release are fair and reasonable so far as the shareholders of the Company are concerned. The Board has obtained such an opinion from Deutsche Bank AG, London Branch ("**Deutsche Numis**"), acting in its capacity as sponsor to the Company.

Further details on these arrangements are described on pages 13 to 14 of this document.

Resolution 20 seeks shareholder approval which will, if passed, give the Board authority to enter into the deeds of release described above, and on pages 13 to 14 of this document, and put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Distributions been made in accordance with the procedural requirements of the Act regarding the filing of interim accounts (as explained further below).

This does not mean that there will be any changes to the Interim Dividend payment paid previously. Neither the final dividend paid by the Company in May 2025 nor the final dividend proposed to be paid by the Company in May 2026 is impacted by these matters.

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. The Board unanimously recommends that shareholders vote in favour of Resolutions 1 to 19. The Directors intend to vote in favour of Resolutions 1 to 19 in respect of their own beneficial shareholdings.

Given the interests of directors in Resolution 20, the Board does not think it is appropriate that it makes a recommendation to shareholders as to how they should vote on Resolution 20 other than that shareholders should vote on that resolution. However, as required by UK Listing Rule 8.2.1R, the Board has been advised by Deutsche Numis, acting in its capacity as sponsor to the Company, that (i) the release of claims against the Relevant Directors in connection with the Relevant Distributions pursuant to paragraph 20.3 of Resolution 20 and (ii) the entry into the Directors' Deed of Release are fair and reasonable so far as the shareholders of the Company are concerned. The Directors will not vote on Resolution 20 in respect of their own beneficial shareholdings.

Yours faithfully

JOHN O'HIGGINS
Chair

26 March 2026

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2026 Annual General Meeting ('AGM' or the 'Meeting') of the Company will be held at the offices of A&O Shearman Sterling LLP (A&O Shearman), One Bishops Square, London, E1 6AD on Wednesday 29 April 2026 at 10.00am to transact the business set out below.

Resolutions 1 to 15 will be proposed as ordinary resolutions and resolutions 16 to 20 will be proposed as special resolutions.

ORDINARY RESOLUTIONS

ANNUAL REPORT AND ACCOUNTS 2025

1. That the Company's accounts, and the reports of the Directors and auditors, for the year ended 31 December 2025 be received.

FINAL DIVIDEND

2. That a final dividend on ordinary shares will be declared, as recommended by the Directors, for the year ended 31 December 2025, payable on 29 May 2026 to shareholders on the register of members of the Company as at the close of business on 1 May 2026.

DIRECTORS' REMUNERATION REPORT

3. That the Directors' Remuneration Report (excluding the Directors' Remuneration Policy) for the year ended 31 December 2025 be approved.

ELECTION AND RE-ELECTION OF DIRECTORS

4. That Mike Humphrey be elected as a director.
5. That Kath Kearney-Croft be elected as a director.
6. That Maria Ciliberti be re-elected as a director.
7. That Christopher Mills be re-elected as a director.
8. That Luc van Ravenstein be re-elected as a director.
9. That Trudy Schoolenberg be re-elected as a director.
10. That Christine Soden be re-elected as a director.
11. That Clement Woon be re-elected as a director.

APPOINTMENT OF AUDITORS

12. That Ernst & Young LLP be appointed as auditors until the conclusion of the next AGM of the Company at which the accounts are laid.

AUDITOR'S REMUNERATION

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

GENERAL AUTHORITY TO ALLOT SHARES

14. 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 £9,488,594; and
 - b. comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £9,488,594 in connection with a pre-emptive offer;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act 2006 and to expire at the end of the next AGM of the Company or on 1 July 2027, 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. 'pre-emptive offer' 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.

POLITICAL DONATIONS

15. 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 the close of business on 1 July 2027, 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

SPECIAL RESOLUTIONS

NOTICE OF GENERAL MEETINGS

16. That a general meeting of the Company other than the annual general meeting may be called on not less than 14 clear days' notice.

DISAPPLICATION OF PRE-EMPTION RIGHTS

17. That, subject to the passing of Resolution 14, 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 14 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 £1,423,289;

such authority to expire at the end of the next annual general meeting of the Company or on 1 July 2027, 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:

- 'pre-emptive offer' 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.
18. That, subject to the passing of Resolution 14, and in addition to any authority granted under Resolution 17, 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 £1,423,289; and
- used only for the purposes of financing (or refinancing, if the authority is to be used within twelve 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 1 July 2027, 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

19. That, in accordance with section 701 of the Companies Act 2006, 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 on such terms and in such manner as the Directors may from time to time determine, provided that:
- the maximum number of ordinary shares hereby authorised to be purchased is 56,931,567;
 - 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 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 19 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 1 July 2027, 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.

APPROPRIATION OF DISTRIBUTABLE RESERVES, ENTRY INTO BUYBACK DEED AND ENTRY INTO DEEDS OF RELEASE

20. That:

20.1 in relation to the interim dividend in respect of the six months ended 30 June 2025 of 1.3 cents per share which was paid to shareholders on 26 September 2025 (the "**Interim Dividend**"):

- (a) the Company hereby confirms the payment of the Interim Dividend and authorises the appropriation, for the purposes of the preparation of the Company's financial statements for the financial year ended 31 December 2025, of the distributable profits of the Company to the payment of the Interim Dividend and the resulting entry for the distributable profits of the Company in such financial statements;
- (b) any and all claims which the Company has or may have in respect of the payment of the Interim Dividend against its shareholders who appeared on the register of shareholders on the record date for the Interim Dividend be released, and that a deed of release in favour of such shareholders be entered into by the Company in the form produced to the AGM and tabled at the meeting by the Chair for the purposes of identification; and
- (c) any distribution involved in the giving of any such release in relation to the Interim Dividend be made out of the distributable profits of the Company appropriated to the Interim Dividend by reference to a record date identical to the record date for the Interim Dividend;

20.2 in relation to the Company's purchases of its ordinary shares as part of its share buyback programme for an aggregate consideration of £28,611,378 during the period commencing on 11 July 2025 and ending on 12 December 2025 (the "**Affected Buybacks**"):

- (a) the Company hereby authorises the making of payments in relation to such purchases and the entry in the accounts of the Company for the financial year ended 31 December 2025 whereby distributable profits of the Company were appropriated to such payments;
- (b) the Company hereby authorises the transfer of the amount equivalent to the nominal value of the ordinary shares purportedly purchased pursuant to the Affected Buybacks from the Company's share capital to the capital redemption reserve;
- (c) the Company be and is hereby authorised for the purposes of section 694 of the Companies Act 2006 (the "**Act**") to make off-market purchases (within the meaning of section 693(2) of the Act) of the shares which were the subject of the Affected Buybacks in accordance with the terms of the proposed buyback deed to be entered into between the Company and Deutsche Numis as broker, in such form as produced to the AGM and tabled at the meeting by the Chair for the purposes of identification, for the consideration of £1 payable by the Company to Deutsche Numis (the "**Buyback Deed**"), such authority to expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 30 April 2027 (unless renewed, varied or revoked by the Company prior to or on that date);
- (d) any and all claims which the Company has or may have in respect of payments made for the Affected Buybacks (including any related applicable interest) against Deutsche Numis be released in accordance with the Buyback Deed; and

(e) any distribution involved in the giving of any such release to Deutsche Numis pursuant to the terms of the Buyback Deed in relation to the Affected Buybacks be made out of the distributable profits of the Company appropriated to the Affected Buybacks by reference to a payment date identical to the payment date for such Affected Buybacks; and

20.3 any and all claims which the Company has or may have against its directors (whether past or present) arising out of or in connection with:

- (a) the payment of the Interim Dividend; and
 - (b) the Affected Buybacks,
- be released and that a deed of release in favour of such persons be entered into by the Company in the form produced to the AGM and tabled at the meeting by the Chair for the purposes of identification.

By Order of the Board

HANNAH CONSTANTINE

GROUP GENERAL COUNSEL & COMPANY SECRETARY

Registered office:
The Bindery
5th Floor
51-53 Hatton Garden
London
EC1N 8HN

26 March 2026

EXPLANATORY NOTES

The Notice of AGM appears on pages 5 to 7. The following information provides additional background information to each of the resolutions proposed.

ORDINARY RESOLUTIONS

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, its Directors' report (including the Strategic report) and its auditors' report for the year ended 31 December 2025. 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 2025 of 3.0 cents per ordinary share. The final dividend will be paid on 29 May 2026 in pounds sterling at an exchange rate of £1.00:\$1.3482 (equivalent to a sterling amount of 2.23 pence per share), to shareholders on the register of members of the Company as at the close of business on 1 May 2026. A copy of the Company's dividend policy is set out on page 8 of the Annual Report and Accounts.

RESOLUTION 3 – DIRECTORS' REMUNERATION REPORT

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 2025. It is an advisory vote which means the outcome will not affect the actual remuneration paid to any individual Director.

RESOLUTIONS 4 TO 11 – ELECTION AND RE-ELECTION OF DIRECTORS

In accordance with the UK Corporate Governance Code (the 'Code') and the Company's Articles of Association, Directors appointed by the Board are subject to election by shareholders at the first AGM following their appointment, and subject to annual re-election thereafter.

As confirmed in the Annual Report and Accounts, John O'Higgins will not be standing for re-election at the AGM, and he will step down as Chair at the conclusion of the AGM. Trudy Schoolenberg has been appointed as Non-Executive Chair with effect from the end of the AGM. Trudy has served as Non-Executive Senior Independent Director since April 2022. She has around 35 years' experience in the chemicals, engineering and high performance product sectors, including ten years as a Senior Independent Director. Trudy also serves as Chair of Accsys Technologies PLC. Trudy's deep experience means she is exceptionally well placed to lead the Board of Elementis as it enters its next phase of growth. Christine Soden, Non-Executive Director, will be appointed as interim Senior Independent Director with effect from the end of the AGM.

Since the 2025 AGM, the Board has appointed Kath Kearney-Croft as CFO who is standing for election for the first time. As announced on 19 March, Mike Humphrey has been appointed with effect from 29 April 2026, the date of the AGM, and will therefore be standing for election as a Non-Executive Director for the first time. All other Directors are standing for re-election. In this context, the Board confirms that, in accordance with provision 4 of the UK Corporate Governance Code, it engaged with shareholders following last year's AGM when 75.99 per cent of shareholders voted to elect Christopher Mills as a Director of the Company. As a result of this engagement, the Board understands that some shareholders have concerns regarding Christopher's other directorships and the potential for those to impact his time commitment to the Company. Please see page 91 of the Annual Report and Accounts for further details. The Board believes Christopher has brought, and continues to bring, considerable business experience and makes a valuable contribution to the work of the Board and is satisfied that he is

able to devote sufficient time to discharge his responsibilities as a Director. Christopher attended all but one Board meeting in 2025. The Board therefore recommends his re-election as a Director at the 2026 AGM.

The Board and the Nomination Committee have discussed the Board's succession plans, and all Non-Executive Directors who are appointed as at the date of this Notice (except John O'Higgins) have indicated their willingness to stand for re-election to the Board at the AGM. 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.

John O'Higgins has not participated in decisions relating to the appointments of Trudy Schoolenberg as Chair, Christine Soden as interim Senior Independent Director, or Mike Humphrey as a Non-Executive Director, since these appointments will take effect from the date that John stands down from the Board.

Key to membership of committees:

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

RESOLUTION 4 – ELECTION OF MIKE HUMPHREY

Mike's appointment as a Non-Executive Director is effective from 29 April 2026, the date of the AGM.

Skills, experience and contribution

Mike brings significant leadership and operational experience in the specialty chemicals sector. He is best known for his highly successful tenure as chief executive officer of Croda International plc from 1999 to 2011. Mike began his career at Croda in 1969 and played a crucial role in reshaping its strategic focus on specialty markets. During Mike's tenure, Croda developed into a focused, innovation-led business with strong margins, global reach and a premium market positioning. Following his executive career, Mike remained active in business through a combination of public company board roles, private equity engagements and advisory work. He served as chair of IP Group plc between 2015 and 2018, having joined as senior independent director in 2011. He spent three years (2011-2013) advising Jefferies on M&A in the chemicals sector, before becoming an advisor to SK Capital on M&A in specialty chemicals (2013-2025).

Committee membership

A, N, R

External appointments

None

Nationality

British

RESOLUTION 5 – ELECTION OF KATH KEARNEY-CROFT

Kath was appointed CFO-Designate on 3 November 2025 and joined the Board as Group CFO on 1 January 2026.

Skills, experience and contribution

Kath is an accomplished CFO who has over 20 years of experience in a range of CFO and senior finance roles in the UK and US with Learning Technologies Group, SIG plc, Vitec plc, Rexam PLC and BOC Group.

Kath has a strong track record of leading finance functions at international public companies and a wealth of expertise across industries, which is highly valuable to the delivery of our Elevate Elementis strategy.

Kath is a Chartered Management Accountant with a degree in Business and Management Studies, and an MBA from the Manchester Business School.

External appointments

None

Nationality

British

RESOLUTION 6 – RE-ELECTION OF MARIA CILIBERTI

Maria was appointed a Non-Executive Director on 11 March 2024.

Skills, experience and contribution

Maria's professional experience spans over 35 years in the petrochemical industry and includes roles in manufacturing, research and development ("R&D"), commercial and business management. She worked at The Dow Chemical Company, Columbia Gas of Ohio and Container Corporation of America in the USA. Maria has also spent over a decade in global leadership roles in Europe, with Celanese, GE Plastics (now owned by SABIC) and Borealis, where her last role was commercial vice president for Borealis' Global Speciality Solutions Business.

Since 2022, Maria has held the role of president for the USA and Canada businesses at Royal Vopak, a global independent infrastructure provider. Maria sits on the Board of Vopak's USA and Canadian joint ventures, which include Vopak Industrial Infrastructure Americas, Vopak Exolum Houston, Vopak Energy Storage Texas, Ridley Island Propane Export Terminal and Ridley Island Energy Export Facility.

Maria holds a Bachelor of Science degree in Chemical Engineering and an MBA, both from The Ohio State University.

Committee membership

A, N, R

External appointments

None

Nationality

American

RESOLUTION 7 – RE-ELECTION OF CHRISTOPHER MILLS

Christopher was appointed a Non-Independent Non-Executive Director on 1 January 2025.

Skills, experience and contribution

Christopher is currently the Chief Executive Officer and Investment Manager of North Atlantic Smaller Companies Investment Trust plc, a UK listed investment trust, and a non-executive director of Assetco plc, MJ Gleeson plc, Oryx International Growth Fund Limited and various other organisations.

Committee membership

N

External appointments

- ☛ Chief executive officer and investment manager of North Atlantic Smaller Companies Investment Trust plc
- ☛ Non-executive director of Assetco plc
- ☛ Non-executive director of Oryx International Growth Fund Limited
- ☛ Non-executive director of Bigblu Broadband plc
- ☛ Non-executive director of Catalyst Media Group plc
- ☛ Non-executive director of EKF Diagnostics Holdings plc
- ☛ Non-executive director of Frenkel Topping Group plc
- ☛ Non-executive director of MJ Gleeson plc
- ☛ Non-executive director of Renalytix plc

Nationality

British

RESOLUTION 8 – RE-ELECTION OF LUC VAN RAVENSTEIN

Luc was appointed CEO on 29 April 2025

Skills, experience and contribution

Luc has a proven track record of delivering innovation, growth and efficiency during his 14 years at Elementis. He led the Company's largest business segment, Performance Specialities (comprising Global Coatings, Energy and Talc), for seven years. Prior to this, he led the Global Coatings business through its transformation programme and drove the execution of its growth strategies.

Luc started his career with Elementis leading the Personal Care and Surfactants businesses, following leadership positions at speciality chemicals company Croda.

Luc has an MSc degree in Chemistry and Chemical Engineering and a Professional Doctorate in Engineering from Eindhoven University of Technology.

External Appointments

None

Nationality

Dutch

RESOLUTION 9 – RE-ELECTION OF TRUDY SCHOOLENBERG

Trudy was appointed a Non-Executive Director on 15 March 2022 and became Senior Independent Director on 26 April 2022. Trudy has been appointed as Non-Executive Chair with effect from the end of the AGM and will relinquish the role of Senior Independent Director at the same time.

Skills, experience and contribution

Trudy has around 35 years' experience of working in the chemicals, engineering and high-performance product sectors, including ten years as a Senior Independent Director. 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. Trudy's deep experience means she is exceptionally well placed to lead the Board of Elementis as it enters its next phase of growth.

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 the world.

Trudy currently serves as a non-executive director and chair of Accsys Technologies plc (an AIM-listed sustainable building materials 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), non-executive director and senior independent director at Low and Bonar plc (2013-2020), supervisory board member of Avantium N.V. (2020-2022), senior independent director of TI Fluid Systems plc (2022-2025), and independent director of SPIE SA (2021-2025).

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

Committee membership

N*, R

External appointments

- ☛ Non-executive director and chair of Accsys Technologies plc

Nationality

Dutch

EXPLANATORY NOTES

continued

ORDINARY RESOLUTIONS CONTINUED

RESOLUTION 10 – RE-ELECTION OF CHRISTINE SODEN

Christine was appointed a Non-Executive Director on 1 November 2020, is the Designated Non-Executive Director for workforce engagement, and became Chair of the Audit Committee on 26 April 2022. Christine has been appointed as interim Senior Independent Director with effect from the end of the AGM.

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 of 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. She has also held CFO and finance leadership roles at 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), non-executive director of Cell and Gene Therapy Catapult (2020-2024), and non-executive director of Arecor Therapeutics plc (2021-2025).

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

Committee membership

A*, N, R

External appointments

None

Nationality

British

RESOLUTION 11 – RE-ELECTION OF CLEMENT WOON

Clement was appointed a Non-Executive Director on 1 December 2022 and became Chair of the Remuneration Committee on 30 April 2024.

Skills, experience and contribution

Clement brings broad managerial experience in globally operating technology and consumer-related industries. He has a strong track record of renewing traditional industries and revitalising growth through strategic interventions, and in-depth experience and knowledge of markets in the Asia Pacific region.

Clement was Group CEO of Saurer Intelligent Technology Co Ltd, a €1 billion textile machinery and components business listed on the Shanghai Stock Exchange, between August 2016 and March 2020. Clement continued to serve on the board of Saurer as a non-executive director until August 2021. Between March 2021 and January 2023, Clement served as Chairman of PFI Foods Industries Pte Ltd.

Between April 2014 and July 2016, Clement was advisor and co-CEO of Jinsheng Industry Co. Ltd, an industrial company in China with diverse interests including biotech, automotive and textiles. Clement also previously held various senior positions at companies based in Switzerland and Singapore, including Division CEO of Leica Geosystems AG, President & CEO of SATS Ltd, and CEO Textile Division of OC Oerlikon AG.

Clement holds an MSc in Industrial Engineering and a BEng in Electrical Engineering from the National University of Singapore, as well as an MBA in Technology Management from Nanyang Technological University, Singapore.

Committee membership

A, N, R*

External appointments

• Non-Executive Director of Morgan Advanced Materials plc

Nationality

Singaporean

RESOLUTIONS 12 AND 13 – APPOINTMENT OF AUDITOR AND AUDITOR'S REMUNERATION

Resolution 12 relates to the appointment of Ernst & Young 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 recommendation follows a competitive tender process described on pages 113 to 115 of the 2025 Annual Report and Accounts. Deloitte LLP, the Company's auditor for the financial year ended 31 December 2025, has provided a statement of circumstances, as required by company law, which is set out in the Appendix on page 17 to 19 of this document.

Resolution 13 authorises the Audit Committee of the Board to set the auditor's remuneration. It is normal practice for the Audit Committee to be authorised to determine the level of the auditor's remuneration for the ensuing year. This resolution proposes to give such authority to the Audit Committee in respect of the auditor's remuneration.

RESOLUTION 14 – GENERAL AUTHORITY TO ALLOT SHARES

Under the Companies Act 2006, the Directors may only allot shares or grant rights to subscribe for or convert any security into shares, if authorised to do so. At last year's AGM held on 29 April 2025, shareholders granted the directors such authority.

Part (a) of Resolution 14 seeks to renew that authority to allow the Directors to allot equity securities up to an aggregate nominal amount of £9,488,594 representing an amount equal to one-third (33.3 per cent) of the Company's issued share capital (excluding shares held in treasury) as at 19 March 2026, the latest practicable date prior to the printing of this document. In addition, the Company is seeking authority in part (b) of Resolution 14 to allow the directors to allot equity securities only in connection with a fully pre-emptive offer up to a further nominal value of £9,488,594, representing an amount equal to one-third (33.3 per cent) of the Company's issued share capital (excluding shares held in treasury) as at 19 March 2026.

The authority being sought in Resolution 14 complies with guidelines issued by the Investment Association. If Resolution 14 is passed, the Directors will have the authority in certain circumstances to allot equity securities up to a total nominal value of £18,977,189, representing a total amount equal to two-thirds (66.6 per cent) of the Company's issued share capital (excluding shares held in treasury) as at 19 March 2026. As at 19 March 2026, the Company held 67,986 shares in treasury, which represents approximately 0.01 per cent of the total ordinary share capital in issue (excluding shares held in treasury).

The Directors have no present intention of exercising the authority in Resolution 14. 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 14 will expire on the date of the Company's next AGM or 1 July 2027, whichever is the earlier.

RESOLUTION 15 – POLITICAL DONATIONS

This resolution will renew the authority granted to the Group at 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, however, 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 definition.

Accordingly, the Directors have decided to seek shareholder authority for political donations and political expenditure in case any 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 1 July 2027 (whichever is earlier) and the Directors expect to seek to renew this authority at each AGM.

EXPLANATORY NOTES

continued

SPECIAL RESOLUTIONS

RESOLUTION 16 – NOTICE OF GENERAL MEETING

The notice period required by the Companies Act 2006 is 21 clear days unless shareholders approve a shorter notice period, which cannot, however, be less than 14 clear days. (AGMs must always be held on at least 21 clear days' notice.) This special resolution, if renewed, will allow the Company to call general meetings, other than the AGM, on (not less than) 14 clear days' notice. The reduction in notice period to 14 clear 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 on 14 clear days' notice include when significant time-sensitive transactions or other price-sensitive transactions are being put to shareholders for approval.

RESOLUTIONS 17 AND 18 – 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 for cash pursuant to the authority granted in Resolution 14 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 Company's established practice and guidance issued by the Pre-Emption Group, the Directors have proposed again two separate resolutions to disapply pre-emption rights.

Resolution 17 will permit the Directors to use the authority in Resolution 14 to allot:

- a. equity securities up to a nominal amount of £18,977,189, representing two-thirds of the Company's issued share capital as at 19 March 2026 (the latest practicable date prior to publication of this document) in connection with an offer to existing shareholders on a pre-emptive basis, that is including a rights issue or an open offer (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 £1,423,289, representing approximately 5 per cent of the issued ordinary share capital of the Company (excluding shares held in treasury) as at 19 March 2026 (the latest practicable date prior to publication of this document) otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 18 will permit the Directors to allot additional equity securities up to a maximum nominal value of £1,423,289, representing approximately a further 5 per cent of the issued ordinary share capital of the Company (excluding shares held in treasury) as at 19 March 2026 (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 18 to give the Company the flexibility that this resolution affords.

The Directors confirm that, should they exercise the authority granted by Resolution 17 or Resolution 18 (if passed) they intend to follow best practice as regards use, including following the shareholder protections in Part 2B of the Pre-Emptions Group's Statement of Principles published in 2022. If passed, the authorities given in Resolution 17 and 18 will expire on the date of the Company's next AGM or 1 July 2027, whichever is the earlier.

The Directors have again considered the Pre-emption Group's Statement of Principles published in 2022, which includes an increase on the disapplication of pre-emption rights. The Directors have decided that they do not wish to increase the disapplication threshold at the current time, but that they will keep market practice under review.

The Directors do not currently intend to allot equity securities for cash on a non pre-emptive basis pursuant to the authority in Resolution 17 and 18.

RESOLUTION 19 – 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 1 July 2027. The Directors would only exercise such authority 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 56,931,567 ordinary shares, representing 10 per cent of the Company's issued share capital (excluding shares held in treasury) as at 19 March 2026, 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 19 is passed, and in order to respond properly to the Company's capital requirements and prevailing market conditions, the Directors will assess 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 Company purchased 24,578,253 shares via the share buy-back scheme during the year, at a cost of £39,999,998.92 at an average price of 162.7455p per share. Of the shares bought back, 23,026,118 were cancelled (representing c. 4.15 per cent of the Group's issued share capital). Shares held in treasury were issued in satisfaction of awards under the Company's share-based incentive plans during the year. Please see page 145 of the Annual Report and Accounts.

The number of unissued shares that were subject to subscription options as at 19 March 2026 was 11,729,667. This equals approximately 2.06 per cent of the Company's issued shares (excluding shares held in treasury) at that date. If the share purchase authority (existing and being sought) were to be exercised in full, those 11,729,667 shares would represent 2.29 per cent of the issued shares as reduced by the share purchases. As at 19 March 2026, the latest practicable date prior to the printing of this document, the Company was authorised to make market purchases of up to 34,518,305 ordinary shares pursuant to an ordinary resolution passed at the 2025 AGM on substantially the same terms as those set out in Resolution 19.

RESOLUTION 20 – APPROPRIATION OF DISTRIBUTABLE RESERVES, ENTRY INTO BUYBACK DEED AND ENTRY INTO DEEDS OF RELEASE

Relevant Distributions

The Board has become aware of a technical issue in relation to the Company's procedures for the payment of the interim dividend in respect of the six months ended 30 June 2025 of 1.3 cents per share which was paid to shareholders on 26 September 2025 (the "Interim Dividend") and certain purchases of the Company's ordinary shares as part of its share buyback programme during the period commencing on 11 July 2025 and ending on 12 December 2025 (inclusive) (the "Affected Buybacks") (the Interim Dividend and the Affected Buybacks together the "Relevant Distributions"). The Board has identified that the Relevant Distributions inadvertently did not fully comply with certain procedural requirements under the Companies Act 2006 (the "Act").

Under the Act, a public company may only pay a dividend or repurchase shares out of distributable reserves which are determined by reference to the company's last annual accounts circulated to its members. If the company's last annual accounts circulated to its members do not disclose sufficient distributable reserves but the company has increased its distributable reserves since those accounts were produced, the company can produce a set of interim accounts and file these at Companies House, thereby updating its distributable reserves position.

At the time of the Relevant Distributions, the Company's most recent filed accounts were for the year ended 31 December 2024. However, by the time of the Relevant Distributions, these did not show sufficient distributable reserves to support the Relevant Distributions. Although the Company subsequently received dividends from its subsidiaries which meant that the Company did, in fact, have sufficient distributable reserves for the Relevant Distributions at all relevant times, the Company did not file interim accounts at Companies House to reflect these distributable reserves. Accordingly, as a matter of law, the Relevant Distributions did not comply fully with the requirements of the Act and so the Board has concluded that it is necessary to take steps to address this issue on the basis described below.

This does not mean that there will be any changes to the Interim Dividend previously paid. Neither the final dividend paid by the Company in May 2025 nor the final dividend proposed to be paid by the Company in May 2026 is impacted by these issues.

Consequences of the Relevant Distributions having been made otherwise than in accordance with the Act

The Company has been advised that, as a consequence of the Relevant Distributions having been made otherwise than in accordance with the Act, it may have claims against past and present shareholders who were recipients of the Interim Dividend and against persons who were directors of the Company at the time of payment of the Interim Dividend and at the time the Buybacks were undertaken (the "Relevant Directors").

The Board notes, however, that the Company has no intention of bringing any such claims.

The Company has been further advised that Deutsche Numis is entitled to be reinstated on the Company's register of shareholders in respect of the shares that were the subject of the Affected Buybacks provided that, upon such reinstatement, Deutsche Numis accounts to the Company for the monies originally paid to it for the relevant shares.

The Board notes that the terms of engagement between the Company and Deutsche Numis in relation to the relevant buyback programme contain contractual remedies to protect Deutsche Numis from losses arising from the Affected Buybacks. Consequently, there would be no benefit to the Company in pursuing any claims for these monies. The Board also notes that, at the time of the Affected Buybacks, neither the Company nor Deutsche Numis was aware that the relevant shares were purchased by the Company otherwise than in accordance with the Act.

Shareholder Resolution

In order to remedy the potential consequences of the Relevant Distributions having been made otherwise than in accordance with the Act and to put all potentially affected parties so far as possible in the position in which they were always intended to be had the Relevant Distributions been made in accordance with the requirements of the Act, the Company is proposing Resolution 20, the full text of which is set out in the Notice on page 7 of this document.

If passed, the effect of Resolution 20, which will be proposed as a special resolution, will be to:

- authorise the appropriation of the current available distributable profits of the Company to the payment of the Relevant Distributions, together having a total value of £34,255,341;
- release any and all claims which the Company has or may have in respect of payments made in respect of the Relevant Distributions against its shareholders who appeared on the register of shareholders on the relevant record date for the Interim Dividend (or the personal representatives and their successors in title of the estate of any deceased shareholders), such release to be effected by way of the entry by the Company into a deed of release in favour of all shareholders who appeared on the register of members on the record date of the Interim Dividend from any and all claims which the Company has or may have in respect of the Interim Dividend (the "Shareholders' Deed of Release");
- release any and all claims which the Company may have against the Relevant Directors in respect of the Relevant Distributions, such release to be effected by way of the entry by the Company into a deed of release by which the Company waives any rights to make claims against the Relevant Directors in respect of the Relevant Distributions (the "Directors' Deed of Release"); and
- authorise the Company to re-execute the Affected Buybacks on the terms of the Buyback Deed to be entered into between the Company and Deutsche Numis, and to release any claims which it may have against Deutsche Numis in respect of the monies paid by the Company to Deutsche Numis in respect of the relevant shares that are the subject of the Affected Buybacks, and vice versa.

A special resolution will be passed if not less than 75 per cent. of shares voted on those resolutions (in person or by proxy) are voted in favour of that resolution. As explained on page 4 of this document, each of the Directors is precluded from voting on Resolution 20. Therefore, the Directors have undertaken to abstain from voting on Resolution 20. Resolution 20 will therefore only be passed if not less than 75 per cent. of shares voted on Resolution 20 (in person or by proxy), but excluding those held by the Directors, are voted in favour of the resolution.

The approach that the Company is proposing by way of Resolution 20 is consistent with the approach taken by other UK incorporated companies whose shares are admitted to the Equity Shares (Commercial Companies) category of the Official List of the FCA and to trading on the Main Market for listed securities of the London Stock Exchange and that have also made corporate distributions otherwise than in accordance with the Act, having failed to comply with the procedural requirement to deliver to Companies House the interim accounts specifically prepared for the purposes of the payment of a dividend or other distributions.

Authorisation of the appropriation of the Company's distributable profits and the Shareholders' Deed of Release

The approach that the Company is proposing involves the authorisation of the appropriation of the distributable profits of the Company for the purposes of the Relevant Distributions. As a matter of common law, the appropriation of distributable profits requires the approval of shareholders.

EXPLANATORY NOTES

continued

The Company has been advised that it is also preferable for shareholders to approve the Company's entry into the Shareholders' Deed of Release, since the release of those past and present shareholders who appeared on the register of members on the record date for the Interim Dividend (or their personal representatives (and their successors in title) if they are deceased) from any and all claims which the Company has or may have in respect of the payment of the Interim Dividend will, insofar as those persons remain shareholders of the Company, comprise a shareholder distribution.

The proposed authorisation of the appropriation of the Company's distributable profits for the purposes of the Relevant Distributions and the entry by the Company into the Shareholders' Deed of Release will not, however, have any effect on the Company's financial position. This is because the aggregate amount of the Interim Dividend is equal to and offset by the release of each Recipient Shareholder from the liability to repay the amount already paid, and the Company will not be required to make any further payments to shareholders in respect of the Interim Dividend.

In addition, the Company has not recorded or disclosed the right potentially to make claims against Recipient Shareholders as an asset or a contingent asset in its financial statements. Under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Recipient Shareholders is uncertain (and, in any case, incapable of reliable estimation) on the basis that it may be possible for the Recipient Shareholders to establish defences to any such claims and there can be no certainty as to the amounts which could be recovered by the Company.

In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The directors of the Company have concluded that any inflow of economic benefits as a result of such claims is less than probable.

Accordingly, the Company's entry into the Shareholders' Deed of Release will not result in any decrease in the Company's net assets or the level of its distributable reserves.

Directors' Deed of Release

Shareholders are being asked to approve the Company's release of any rights of the Company to make claims against the Relevant Directors in respect of the Relevant Distributions, since the Board would itself have a conflict of interest in approving such a release. This is because the members of the Board are named as beneficiaries of the Directors' Deed of Release.

In addition, the entry by the Company into the Directors' Deed of Release and consequential release of any rights of the Company to make claims against the Relevant Directors in respect of the Relevant Distributions constitutes a related party transaction (as defined in the UK Listing Rules) as each of the Relevant Directors are related parties for the purposes of the UK Listing Rules. However, as required by UK Listing Rule 8.2.1R, the Board has been advised by Deutsche Numis, in its capacity as sponsor to the Company, that (i) the release of claims against the Relevant Directors pursuant to paragraph 20.3 of Resolution 20 and (ii) the entry into the Directors' Deed of Release are fair and reasonable so far as the shareholders of the Company are concerned.

The entry by the Company into the Directors' Deed of Release will not have any effect on the Company's financial position because, as with the position in relation to the Interim Dividend and potential claims against past and present shareholders, the Company has not recorded or disclosed its right potentially to make claims against the Relevant Directors in respect of the Relevant Distributions as an asset or contingent asset of the Company.

Again, under the Company's IFRS accounting policies, it could only record such a right as an asset when an inflow of economic benefits in favour of the Company as a result of such claim or claims being brought was virtually certain. The value of any economic benefit which the Company may derive from bringing claims against the Relevant Directors is uncertain (and, in any case, incapable of reliable estimation) on the basis that the Relevant Directors would be entitled to seek the court's relief against such claims and there can be no certainty as to the amounts (if any) which could be recovered by the Company.

In addition, under IFRS, a contingent asset is required to be disclosed only when an inflow of economic benefits in favour of the Company is probable. The directors of the Company have concluded that any inflow of economic benefits as a result of such claims is less than probable.

Therefore, the Company's entry into the Directors' Deed of Release does not involve the disposition of any asset or contingent asset by the Company in favour of the Relevant Directors.

Buyback Deed

The Company's entry into the Buyback Deed requires shareholder authorisation under section 694 of the Act. For the purposes of the Act, the Buyback Deed is an 'off-market' purchase contract, where the relevant shares will be purchased otherwise than on a recognised investment exchange. The authority to make off-market purchases pursuant to the Buyback Deed (which is specific to the matters referred to in this document) will expire at the conclusion of the next annual general meeting of the Company or, if earlier, on 30 April 2027. The shares purchased pursuant to the Buyback Deed will be cancelled by the Company, with a small proportion retained in treasury to meet obligations under the Company's employee share scheme.

The purpose of the entry into the Buyback Deed is to effect the lawful transfer of the ordinary shares that are the subject of the Affected Buybacks, in accordance with the Act, thereby transferring legal and equitable title in the shares to the Company. The terms of the Buyback Deed provide that, on entry into the agreement, Deutsche Numis will be reinstated in the Company's register of members, evidencing its legal title over those shares that were repurchased by the Company otherwise than in accordance with the Act. Immediately following this reinstatement, the Company will then purchase those shares from Deutsche Numis for an aggregate consideration of £1 payable to Deutsche Numis.

The Company will also waive any rights or claims which it has or may have against Deutsche Numis in respect of the Affected Buybacks and the monies paid by the Company to Deutsche Numis in respect of the relevant shares. In addition, Deutsche Numis will acknowledge that its reinstatement in the Company's register of members in respect of the relevant shares will satisfy the Company's obligation to restore legal title in the relevant shares to it.

Deutsche Numis will also release any rights or claims it has or may have to dividends due in respect of the shares, any rights or claims it has or may have to the current value of the shares and any other rights, claims, interests or benefits which may have arisen in respect of the shares prior to the date of the Buyback Deed (subject to the general protections afforded to Deutsche Numis under the terms of engagement between the Company and Deutsche Numis as referred to above).

The entry by the Company into the Buyback Deed will result in the Company's distributable reserves being reduced by £1. Otherwise, it will have no effect on the Company's financial position.

Other information

Deutsche Numis has given and has not withdrawn its written consent to the inclusion in this document of the references to its name in the form and context in which it is given.

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 27 April 2026, 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.
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 at Equiniti Limited, Aspect House, Lancing, West Sussex BN99 6DA by 10.00am on 27 April 2026 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. You must inform the Company's registrars in writing of any termination of the authority of a proxy.
6. It is possible for you to submit your proxy votes online by going to Equiniti's Shareview website, www.shareview.co.uk, and logging in to your Shareview Portfolio. Once you have logged in, simply click 'View' on the 'My Investments' page and then click on the link to vote and follow the on-screen instructions. If you have not yet registered for Shareview Portfolio, go to www.shareview.co.uk and enter the requested information.
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. Nominated persons are reminded that they should contact the registered holder of their shares (and not the Company) on matters relating to their investments in the Company.
8. As at 19 March 2026 (the latest practicable date prior to the printing of this document) the Company's issued share capital consisted of 569,383,653 ordinary shares of 5 pence each, of which 67,986 shares were held in treasury. Therefore the total voting rights in the Company were 569,315,667.
9. Copies of the Shareholders' Deed of Release, the Directors' Deed of Release, the Buyback Deed, 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) at the Company's registered office. They will also be available at the place of the AGM for 15 minutes prior to and during the AGM until its conclusion.
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 & International ('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 10.00am on 27 April 2026. 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.

It is important that you register for a Shareview Portfolio with enough time to complete the registration and authentication processes. Electronic proxy appointments and voting instructions must be received by no later than 10.00am on 27 April 2026 (or 48 hours excluding non-working days before an adjourned meeting) in order to be valid. You may not use any electronic address provided either in this Notice of Meeting or in any related documents (including the Form of Proxy) to communicate with the Company for any purposes other than those expressly stated.

NOTES TO THE NOTICE OF MEETING

continued

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.elementis.com.
13. If you are an institutional investor, you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to proxymity.io. Your proxy must be lodged by 10.00 am on 27 April 2026 in order to be considered valid. Before you can appoint a proxy via this process, you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment.
14. 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.

Shareholders are reminded that unacceptable behaviour will not be tolerated at the meeting and will be dealt with appropriately by the Chair.
15. 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.
16. Voting on all resolutions shall be conducted by way of a poll. This is a more transparent way of voting as member votes are counted according to number of shares held.

AUDITOR'S SECTION 519 STATEMENT

Deloitte.

Deloitte LLP
1 New Street Square
London EC4A 3HQ

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19 March 2026

Elementis Plc
The Bindery, 5th Floor,
51-53 Hatton Garden,
London,
United Kingdom,
EC1N 8HN

Dear Directors

Ceasing to act as auditors of Elementis Plc (Registration Number- 03299608)

This letter is formal notice that we will not be seeking reappointment as auditor of Elementis plc with effect from the conclusion of the forthcoming Annual General Meeting to be held on 29 April 2026.

Our statement of reasons, together with circumstances which we believe should be brought to the attention of members and creditors, is attached.

As Elementis plc will to be audited by your new group auditor, no statement of reasons is required for our ceasing to hold office.

Yours faithfully



Deloitte LLP

Deloitte LLP is a limited liability partnership registered in England and Wales with registered number OC303675 and its registered office at 1 New Street Square, London, EC4A 3HQ, United Kingdom.

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Statement of reasons relating to Deloitte LLP ceasing to act as auditors of Elementis Plc and its subsidiaries

Following the 10-year mandatory audit tender process in which Ernst & Young were successful, the directors will propose a resolution at the Annual General Meeting to be held on 29 April 2026 to appoint Ernst & Young. Accordingly, Deloitte LLP will cease to hold office at the conclusion of the Annual General Meeting on 29 April 2026.

Unless you apply to the Court, this statement must be sent by you within 14 days to every person entitled under Section 423 of the Companies Act 2006 to be sent copies of the company's accounts. This is a requirement of Section 520(2) of that Act. Unless you inform us that you have applied to the court, we are required to file a copy of this statement at Companies House.

Deloitte LLP – Audit registration C009201919

19 March 2026

Under s523 Companies Act 2006 you are obliged to inform the FRC, as the appropriate audit authority, of the reasons for our ceasing to hold office. You can do this by email to registration@frc.org.uk or in writing to Change of Auditor Notifications, Financial Reporting Council, 1 Harbour Exchange Square, London, E14 9GE. You should either (a) attach a copy of our statement of reasons, saying that you agree with the contents of the statement, or (b) set out what you believe the reasons are for our ceasing to hold office, including your company's registered name and number, our name and address (Deloitte LLP, 1 New Street Square EC4A 3HQ) and our audit registration number which is C009201919.

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VENUE DETAILS AND MAP



A&O Shearman's building can be approached from Folgate Street to the north and Brushfield Street to the South.

All visitors to the offices of A&O Shearman are required to provide a form of ID for security purposes. Please report to the firm's reception. The AGM will take place on the first floor, which is accessible via the lifts from the entrance lobby.

The pedestrian footpath (Sun Street Passage) is only accessible from inside Liverpool Street Station on the upper concourse. For a station plan, visit <http://nationalrail.co.uk/stations-and-destinations/stations-made-easy/london-liverpool-street-station-plan>



Venue address

A&O Shearman
1st Floor
One Bishops Square
London
E1 6AD



London Underground

The venue is 5 minutes' walk from Liverpool Street tube and train station, and 20 minutes' walk from Moorgate tube station.