

## Notice of Meeting 2015

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 professional adviser.**

**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**

(registered in England & Wales no 3299608)

10 Albemarle Street

London W1S 4HH

19 March 2015

Dear Shareholder

### **Notice of Annual General Meeting to be held on 22 April 2015**

I am writing to give you notice of the Company's Annual General Meeting ("AGM") that is to be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on Wednesday 22 April 2015 at 11.00 a.m.

The following items are also included in this document:

- the "Highlights" and "Chairman's statement" sections extracted from the 2014 Annual Report and Accounts;
- an explanation of certain resolutions at the AGM; and
- a proxy form.

Shareholders who have elected to receive printed copies of documents that we provide for shareholders will also find enclosed a printed copy of the 2014 Annual Report and Accounts. A copy of that document can be accessed through the Company's website at:

**[www.elementisplc.com/financial-information/reports-&-presentations](http://www.elementisplc.com/financial-information/reports-&-presentations).**

Website communication has helped the Company not only to reduce printing and mailing costs but also to reduce the impact of those activities on the environment. If you wish to review all or specific sections of the 2014 Annual Report and Accounts, you will find the interactive version on our website particularly useful and easy to use. Alternatively, if you wish for a printed copy to be sent to you in full, then please request this from the Company Secretary at the above address.

As an alternative to submitting a proxy form by post, you may wish to vote electronically by visiting our registrar's website at **[www.sharevote.co.uk](http://www.sharevote.co.uk)**. Once you have selected Elementis from the list, you will be asked to enter a Voting ID, Task ID and Shareholder Reference Number. These are printed in this order on the enclosed personalised proxy form. To be valid, all electronic voting instructions must be received by 11.00 a.m. on 20 April 2015. Please read the notes to the Notice of Meeting as these set out other rights of shareholders and further requirements which you should check, to ensure your proxy vote will be valid.

Yours sincerely

**Andrew Duff**  
Chairman

# Highlights

- ▶ **Group earnings per share\* increased by 8 per cent to 24.8 cents per share.**
- ▶ **Good growth in Specialty Products:**
  - North America coatings up 7 per cent.
  - Asia Pacific coatings up 5 per cent.
  - Personal care up 8 per cent.
- ▶ **Another year of excellent cash generation:**
  - Net cash position increased to \$64.2 million.
- ▶ **Total dividends for the year increased by 11 per cent to 15.40 cents per share:**
  - Special dividend increased by 19 per cent.

## Financial summary

|                             | 2014            | 2013     | change   |
|-----------------------------|-----------------|----------|----------|
| Sales                       | <b>\$790.4m</b> | \$776.8m | +2%      |
| Operating profit*           | <b>\$150.1m</b> | \$146.6m | +2%      |
| Profit before tax*          | <b>\$141.9m</b> | \$136.0m | +4%      |
| Diluted earnings per share* | <b>24.8c</b>    | 23.0c    | +8%      |
| Operating cash flow         | <b>\$144.4m</b> | \$143.9m | –        |
| Net cash                    | <b>\$64.2m</b>  | \$54.1m  | +\$10.1m |
| Profit for the year         | <b>\$175.4m</b> | \$106.7m |          |
| Basic earnings per share    | <b>38.1c</b>    | 23.3c    |          |
| Dividends to shareholders:  |                 |          |          |
| – Interim dividend          | <b>2.70c</b>    | 2.57c    | +5%      |
| – Final proposed            | <b>5.75c</b>    | 5.50c    | +5%      |
| – Special dividend          | <b>6.95c</b>    | 5.86c    | +19%     |
| – Total for the year        | <b>15.40c</b>   | 13.93c   | +11%     |

\* before exceptional items

# Chairman's statement

## Chairman

After my first year as Chairman, I am pleased to report that 2014 has been another year of sales and earnings growth for Elementis. Since becoming Chairman I have enjoyed getting to know the Group through visits to our various sites around the globe, meeting our people and engaging with the management team and my fellow directors. I have found the Group to be well managed, with a clear strategy and people around the world who are hardworking, talented and enthusiastic about the Group and its prospects.

In 2014, Group sales were \$790.4 million, an improvement of 2 per cent over the previous year, largely driven by the further progress achieved in Specialty Products while Chromium and Surfactants delivered sales and cash generation in line with their respective strategies. Group operating profit\* for the year was \$150.1 million compared to \$146.6 million in the previous year, whilst the Group's operating margin\* remained stable at 19 per cent. Diluted earnings per share\* for the year improved by 8 per cent to 24.8 cents.

The Group is recording a number of pension, tax and legacy items under the heading 'exceptional items' in this year's Income statement. These items are discussed more fully in the Finance report. After taking account of these items, Group operating profit for the year was \$156.4 million, compared to \$144.9 million in the previous year, and diluted earnings per share was 37.7 cents, compared to 23.0 cents in 2013.

## Balance sheet

One of the Group's core strengths is its strong balance sheet, supported by positive cash flow generation. In 2014 this was once again demonstrated with the Group's net cash position increasing from \$54.1 million at the end of 2013 to \$64.2 million at the end of 2014. This was achieved despite financing a robust capital expenditure programme and an additional one time UK pension contribution. Under our current dividend policy, this increase in net cash results in a similar increase in the special dividend.

Once again the deficit on Group retirement plans, under IAS 19, improved in 2014, going from \$99.3 million at the end of 2013 to \$65.8 million at the end of 2014. The improvement was largely the result of favourable asset returns and Company contributions.

## Dividends

The Board is continuing with the dividend policy introduced in 2012, which is to pay approximately one third of earnings, before exceptional items, each year in a combination of interim and final dividends. In addition, a special dividend is paid each year of up to 50 per cent of the net cash balance at the end of the year, provided there are no immediate investment plans for that cash. Consequently, the Board is recommending a final dividend for 2014 of 5.75 cents per share (2013: 5.50 cents) and a special dividend of 6.95 cents per share or \$32.1 million (2013: 5.86 cents or \$27.1 million). These will be paid on 22 May 2015, in pounds sterling at an exchange rate of £1.00:\$1.5429 (equivalent to a sterling amount of 8.2313 pence per share), to shareholders on the register on 24 April 2015. This brings the total dividends for the year to 15.40 cents per share (2013: 13.93 cents), representing an increase of 11 per cent over the previous year.

## Health, safety and the environment

Since becoming Chairman, it has been gratifying to learn that the Group is achieving high standards of performance, compared to the industry, in this important area of our business and has developed a culture throughout the organisation that recognises that zero incidents must be the ultimate goal. As such, lessons learned from even the most minor incidents are used to continuously improve our processes and activities, ensuring that the protection of our employees and the environment remains a high priority.

## Board changes

As previously announced, Ian Brindle and Kevin Matthews retired as Board members on 15 December and 31 October 2014 respectively. Both Ian and Kevin were key members of the Board since their appointments in 2005. Kevin served as Chairman of the Remuneration Committee from April 2008 to September 2013, while Ian served as Chairman of the Audit Committee, Senior Independent Director and, more recently, Chairman of the Board. On behalf of the Board, I would like to thank both of them for their dedication and support during their tenure as Board members.

To replace Ian and Kevin, I am delighted to welcome Nick Salmon and Steve Good to the Board as from 20 October 2014. Both Nick and Steve have impressive backgrounds as successful executives and directors and I look forward to working closely with them in support of the Group's continuing success.

## Governance

The Board considers that it has applied all the principles and provisions of the Corporate Governance Code (2012 version) in 2014, with one exception on audit tenders. Further information about this and other aspects of our governance arrangements are set out in the Corporate governance report in the 2014 Annual Report and Accounts.

## People

The Group's continued success is due in no small part to the hard work, dedication and skill of its people and I would therefore like to give them my sincere thanks on behalf of the Board.

## Outlook

As the new Chairman, I have inherited a Group with a clear and ambitious strategy that focuses on profitable growth, attractive returns on capital and shareholder value. These are all themes that I wholly support and the Board is fully engaged in helping the Group to deliver on this strategy. The quality of our existing businesses, combined with its strong cash flow generation and balance sheet, ensures that we have both the platform and the flexibility to make progress and to pursue profitable opportunities, both organic and inorganic as they arise.

## Andrew Duff Chairman

24 February 2015

\* before exceptional items

# Annual General Meeting (“AGM”)

## Explanatory notes to the Notice of Meeting

The Notice of Meeting appears on pages 11 to 13. The following information provides additional background information to several of the resolutions proposed.

### **Resolutions 2 & 14 – Final dividend (ordinary business) and special dividend (special business)**

2 resolutions are being proposed at the AGM in respect of dividends being recommended by the directors. The first is in respect of the final dividend for 2014 and the second, the payment of a special dividend for 2014. Full details of the final and special dividends are set out in Chairman’s statement on page 3.

### **Resolutions 3 & 4 – Directors’ remuneration report**

Resolution 3 will be proposed as an advisory vote to approve the Directors’ remuneration report for 2014 excluding the remuneration policy report. An advisory vote means the outcome will not be binding on the Company.

Resolution 4, however, is subject to a binding vote to approve the remuneration policy report contained within the Directors’ remuneration report.

Last year, the Remuneration Committee announced that it intended to carry out the second phase of its review of the executive remuneration policy, with a focus on the structure of variable pay. Following completion of that review, the Remuneration Committee is proposing to adopt a revised directors’ remuneration policy, which will be sufficiently flexible for the needs of the business and will complement the business strategy to deliver sustainable growth and value over the longer term. This will ensure that the policy achieves closer alignment with the interests of shareholders and in particular is updated to incorporate the latest best practice features.

The key proposed changes are: (1) to increase the long term incentive plan (“LTIP”) and annual bonus opportunity for executive directors; (2) to deliver a higher proportion of variable pay in shares by introducing a share based bonus deferral element; (3) to introduce recovery and withholding provisions in the event of mis-statement, error or misconduct; (4) to introduce post vesting holding periods in the LTIP; and (5) to include a dividend accrual provision whereby LTIP award holders receive the benefit of dividends payable during the LTIP vesting period.

Once approved by shareholders, this policy will be binding upon the Company from the date of the 2015 AGM and the Board will only be able to make remuneration payments in accordance with the approved policy. Payments will continue to be made to directors and former directors in line with the existing remuneration policy approved by shareholders on 24 April 2014 until the date of the 2015 AGM.

If the remuneration policy is approved at the 2015 AGM it will be valid for up to 3 years without new shareholder approval being required.

### **Resolutions 5 to 11 – Election/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.

Comments about Board changes are contained in the Chairman’s statement extracted from the Annual Report and Accounts on page 3.

The Board and the Nomination Committee have discussed the Board’s succession plans and all non-executives 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 election/re-election at the AGM.

Shareholders may find the biographical information provided below useful to help them understand how a director’s background or experience shapes or influences the contribution he or she makes to the operation and effectiveness of the Board and should assist shareholders in assessing the skills and experience of the Board, as a whole, when determining how to vote on these resolutions at the AGM.

### **Steve Good, Non-executive Director A, N, R**

Steve Good was appointed a non-executive director on 20 October 2014. Since 1 October 2014 he has been a non-executive director of Zotefoams plc. He 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 is a chartered accountant.

### **Nick Salmon, Senior Independent Director A, N, R**

Nick Salmon was appointed a non-executive director on 20 October 2014 and Senior Independent Director on 16 December 2014. Since August 2014 he has been a non-executive director of Interserve plc. He was a non-executive director of United Utilities Group plc between April 2005 and July 2014, where he was also the senior independent director between 2007 and 2014. He was chief executive of Cookson Group plc from July 2004 to December 2012 when Cookson demerged to create 2 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 including at GEC and GEC Alsthom in the UK and France and the China Light and Power Company, Hong Kong. He holds a BSc. degree in mechanical engineering and is a Fellow of the Royal Academy of Engineering.

### **Andrew Duff, Chairman N (c)**

Andrew Duff 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, following the conclusion of the AGM. He has been non-executive chairman of Severn Trent plc, the FTSE 100 water and waste treatment services company, since July 2010 and was 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. From 2003 until 2009, he was chief executive officer of npower, the successor entity to Innogy plc which in 2000 was demerged from National Power and then sold to RWE, the German electricity and gas company, where he was also a member of the group executive committee. Before that he spent 16 years at BP in downstream international markets. He holds a BSc. (Honours) degree in mechanical engineering and is a member of the CBI President’s Committee, trustee of Macmillan Cancer Support and of Earth Trust and a Fellow of the Energy Institute.

### **David Dutro, Group Chief Executive**

David Dutro was appointed Group Chief Executive in January 2007. He joined Elementis in November 1998 as President of Elementis Pigments then became President and Chief Operating Officer of Elementis Worldwide in October 2005. He was vice president and general manager of Universal Foods' Dairy and Food Ingredient businesses (now Sensient Technologies Corp), and also spent time with ICI in their colours, polymer additives and surfactants businesses. David Dutro was born and educated in the US and holds a BSc. degree in marketing.

### **Brian Taylorson, Finance Director**

Brian Taylorson was appointed Finance Director in April 2002. He is also a trustee of the Elementis Group Pension Scheme. Before joining Elementis he was head of the European chemicals M&A group at KPMG Corporate Finance. He joined KPMG in 2000 from the Dow Chemical Company where he held a number of positions in finance over a period of 17 years, living and working in several countries including the UK, South Africa, Switzerland, Canada and the US. He holds an MA degree in engineering from Cambridge University, is a member of the Institute of Chartered Accountants in England and Wales and a member of the Association of Corporate Treasurers. He was a non-executive director of Fiberweb plc between September 2006 and August 2012.

### **Andrew Christie, Non-executive Director A, N, R (c)**

Andrew Christie was appointed a non-executive director in August 2008 and Chairman of the Remuneration Committee on 1 October 2013. He has over 25 years of investment banking and international corporate finance experience. He is a partner of Smith Square Partners LLP, a corporate finance advisory firm, and before that was, until March 2008, a UK managing director in the European Investment Banking Group at Credit Suisse. In his prior role at Credit Suisse, he was head of Investment Banking, Asia Pacific, based in Hong Kong and, before that, held the same position with Barclays de Zoete Wedd. He is a non-executive director of Helios Underwriting plc and holds an MBA and a BSc. degree in engineering.

### **Anne Hyland, Non-executive director A (c), N, R**

Anne Hyland was appointed a non-executive director in June 2013 and Chairman of the Audit Committee on 1 August 2013. She is CFO of Kymab Ltd a biopharmaceutical company funded by the Wellcome Trust and the Bill & Melinda Gates Foundation. Most recently, she was CFO and company secretary of BBI Diagnostics Group Ltd and FTSE-listed Vectura Group plc. Prior to her role at Vectura, she held a number of senior finance positions (including director of corporate finance) at then FTSE 100 Celltech Group plc, Medeva plc and KPMG. She is a chartered accountant (FCA), a corporate tax adviser (CTA – AIT) and holds a degree in business studies from Trinity College, Dublin. She is also a trustee of the charity Sustrans (sustainable transport) which campaigns for national cycling networks.

Key to membership of committees:

- A** Audit Committee
- N** Nomination Committee
- R** Remuneration Committee
- (c)** Chairman of Committee

### **Resolution 15 – General authority to allot shares**

This resolution will extend the general authority of the directors to allot shares until the Company's next AGM or, if earlier, 30 June 2016. The authority will be in respect of shares with an aggregate nominal value of £7,693,946 equal to one third of the Company's current issued share capital as at 24 February 2015, the latest practicable date prior to the printing of this document.

### **Resolution 16 – Approve amendments to the operation and terms of the Elementis plc 2008 Long Term Incentive Plan (as amended in 2010)**

The Remuneration Committee is proposing a number of changes to the Elementis 2008 Long Term Incentive Plan (as amended in 2010) ("LTIP") to reflect the revised directors' remuneration policy (see Resolution 4 above). If the proposed changes are approved by shareholders, they will apply to LTIP awards granted in 2015 onwards.

A summary of the changes and principal features of the LTIP as proposed to be amended are set out on pages 8 to 10.

### **Resolution 17 – Political donations**

This resolution will give the Group the authority 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 decide, 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 ("CA2006"), the resolution covers any political donations made, or political expenditure incurred, by any subsidiaries of the Company. The CA2006 covers 3 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 30 June 2016 (whichever is earlier) and the directors expect to seek to renew this authority at each AGM.

# Annual General Meeting (“AGM”)

## Explanatory notes to the Notice of Meeting continued

### **Resolution 18 – Renewal of authority to hold general meetings at 14 clear days’ notice**

This special resolution, if renewed, will allow the Company to call general meetings other than the annual general meeting, at 14 clear days’ notice for the purposes of The Companies (Shareholders’ Rights) Regulations 2009, provided that electronic voting facilities have been put in place, as would be the case with Elementis. The reduction in notice period to 14 days would be of significant advantage to the Company should it require to seek shareholder approval on any matter. However, the shorter notice period of between 15 and 20 days 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 it might be appropriate to call a general meeting at 14 days’ notice include when emergency capital raising proposals or other price sensitive transactions are being put to shareholders for approval.

### **Resolution 19 – Authority to allot shares for cash free from pre-emption rights**

This special resolution will renew the disapplication of statutory pre-emption rights in relation to the Company’s allotment for cash of its own shares pursuant to Resolution 15, or in relation to the Company’s sale of its own shares held in treasury, and shall expire at the conclusion of the next AGM of the Company or on 30 June 2016, whichever is earlier. The disapplication will permit the directors to allot shares for cash pursuant to Resolution 15, or to sell treasury shares, without first offering them to all existing shareholders pursuant to their statutory pre-emption rights under the Companies Act 2006. Any such allotments or sales must be pursuant to a rights issue or an open offer or otherwise be limited to shares with an aggregate nominal value not exceeding that of 5 per cent of all the ordinary shares in issue as at 24 February 2015 (being shares to an aggregate nominal value of £1,154,091), the latest practicable date prior to the printing of this document.

The Company confirms that it will not, under the authority to be granted in Resolutions 15 and 19, allot shares up to more than 7.5 per cent of the Company’s issued capital in the preceding 3 year period.

### **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 30 June 2016. 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 46,163,679 ordinary shares, representing 10 per cent of the Company’s issued share capital as at 24 February 2015, the latest practicable date prior to the printing of this document. The maximum price at which any such purchase may be made is equal to 105 per cent of the average of the middle market quotations for a share as taken from the London Stock Exchange’s Daily Official List for the 5 business days preceding the date of purchase.

The authority, where it is renewed, would be for the purchase of the fixed number of shares set-out in this Resolution 20, between the date the resolution is passed and until the Company’s next AGM or, if earlier, until 30 June 2016. Were the Company within the period described to cancel the shares so purchased, transfer or dispose of them, in any other way, the limits of the authority, in terms of the number of shares authorised to be purchased under Resolution 20, would not be adjusted in any way so as to increase the number of shares that may be purchased by the Company under this resolution.

The Company will be able to hold shares purchased under this authority in treasury with a view to selling them later on, rather than cancelling them. This ability will provide the Company with additional flexibility in the management of its capital base. For so long as any such shares are held in treasury no dividends will be paid on them and no voting rights will attach to them. Any shares purchased by the Company under this authority that are not held in treasury will be cancelled. Currently the directors have no plans for holding any such shares in treasury instead of cancelling them, or for cancelling any of them instead of holding them in treasury.

The number of unissued shares that were subject to subscription options as at 24 February 2015 was approximately 6,581,000. This equals, in number, 1.43 per cent of the Company’s issued shares at that date. If the proposed share purchase authority were to be exercised in full, those 6,581,000 shares would represent 1.58 per cent of the issued shares as reduced by the share purchases. As at 24 February 2015, the latest practicable date prior to the printing of this document, the Company was authorised to make market purchases of up to 45,883,096 ordinary shares pursuant to an ordinary resolution passed at the 2014 AGM on substantially the same terms as those set out in Resolution 20.

---

**Recommendation on voting**

The directors consider that all of the resolutions to be put to the meeting are in the best interests of the Company and its shareholders. Your Board will be voting in favour of them and unanimously recommends that you do so as well.

**Documents available for inspection**

The following documents will be available for inspection from the date of this Notice of Meeting during normal business hours on any weekday (Saturdays excepted) until 22 April 2015 at the Company's registered office:

1. The directors' service contracts, contracts of indemnity and letters of appointment.
2. A copy of the rules of the Elementis 2008 Long Term Incentive Plan (as amended 2010) (incorporating the draft amendments proposed).

These documents will also be available for inspection at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS for not less than 15 minutes prior to and during the AGM.

# Summary of changes proposed to the rules of the 2008 Long Term Incentive Plan (as amended in 2010) (“LTIP”)

Details of the proposed changes are set out below:

- To change the maximum individual limit under the LTIP so that an employee may not receive awards in any financial year over shares having a market value in excess of 250 per cent. of his annual base salary in that financial year;
- To include a dividend equivalent mechanism under which award holders will normally receive a payment (in cash and/or shares) on or shortly following the settlement of their awards, of an amount equivalent to the dividends that would have been paid on those shares between the time when the awards were granted and the time when they vest (or, where an award is structured as a nil cost option, the earlier of the exercise date and the date on which any applicable holding period ends – see below). This amount may assume the reinvestment of dividends;
- To introduce a 2 year holding period on vested shares. Award holders will be required to retain all shares acquired by them on the vesting or exercise of an award under the LTIP (less a number of shares sold to satisfy the award holder’s income tax and/or social security liability) until the expiry of the period of 2 years starting on the date on which the award vests. Award holders will not be restricted or prevented from taking up any shareholder rights (e.g. voting rights, dividends) that they may have in relation to those shares during the holding period. The holding period shall end early in the event of a change of control of the Company, a ‘good leaver’ event or on such other date determined by the Committee. The terms and basis upon which shares must be held during the holding period shall be determined by the Committee from time to time; and

- To include a provision under which LTIP 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 condition or the award holder’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 shares under a vested but unexercised LTIP award and/or a requirement to recover the value of any over-vesting by requiring the award holder to make a cash payment.

Where required, the LTIP has been amended to prevent any adverse U.S. tax consequences for U.S award holders which may occur as a result of the changes described above.

Other than the changes described above, no other substantive changes are considered necessary to the rules of the LTIP so the existing provisions on vesting/exercise rights, the impact of any variation of capital and the impact of a change of control will continue to apply. For ease of reference, a summary of the principal features of the LTIP (including the proposed changes described here) is set out on pages 9 and 10 of this shareholder circular.

# Summary of the principal features of the rules of the LTIP as proposed to be amended on 22 April 2015

## 1. Operation and eligible employees

The Remuneration Committee of the Board of Directors of Elementis plc (the "Company") will supervise the operation of the amended Elementis 2008 Long Term Incentive Plan (the "Plan").

Any employee (including full time executive directors) of the Company and its subsidiaries (the "Group") will be eligible to participate in the Plan at the discretion of the Committee. The Committee's current intention is for awards to be made under the Plan in 2015 to selected eligible employees including the Chief Executive, Finance Director, Business Presidents and General Counsel.

## 2. General

The Committee may grant awards to acquire ordinary shares in the Company. The Plan allows the award of both "nil cost" share options and contingent share awards (together referred to as "awards"). It is intended that awards made in 2015 will be made as contingent share awards.

## 3. Participation limits

A participant may not in any financial year of the Company receive awards over shares having a market value in excess of 250 per cent. of his annual base salary in that financial year. It is intended that the above limit for the current executive directors will be restricted to 175 per cent of their annual base salaries.

## 4. Plan limits

The Plan contains limits on the number of new shares that may be issued as a result of the Plan. These limits apply to both awards made under the Plan and to awards made under all other employee share schemes operated by the Group.

### All Plan limit

The number of new ordinary shares which have been or may be issued pursuant to awards and/or rights granted under any Group share scheme must not exceed 10 per cent of the Company's issued ordinary share capital in any 10 year period.

### Discretionary plan limit

The number of new ordinary shares which have been or may be issued pursuant to awards and/or rights granted under any Group discretionary share scheme must not exceed 5 per cent of the Company's issued ordinary share capital in any ten year period.

Awards which have lapsed are disregarded.

## 5. Making of awards

Awards can only be granted in the period of 42 days following an amendment being made to the rules, the announcement of the Company's interim or final results or in other circumstances which the Committee then considers to be exceptional.

An award will be personal to the participant and not transferable (other than on death when it can be exercised by the participant's personal representatives).

## 6. Performance targets

An award is subject to 2 performance targets.

The first performance target relates to the Company's earnings per share ("EPS") growth (and in the case of the awards to be made in 2015) over 3 financial years ending 31 December 2017 (the "performance period"). The second performance target relates to the Company's total shareholder return ("TSR") relative to the TSR of the companies within the FTSE All Share Index (excluding investment trusts) over the performance period.

These performance targets and metrics are selected in accordance with the remuneration policy approved by shareholders and are subject to annual review by the Committee who reserves the right to select different performance metrics, targets and rates of accrual as it considers to be appropriate.

### The EPS performance target

The half of an award subject to the EPS performance target will vest as follows:

| Annual average EPS growth in the performance period | % of one half of an award that vests (i.e. expressed as a percentage of the total number of shares originally subject to the EPS performance target) |
|---|--|
| Equal to or below RPI + 4%                          | 0%   |
| More than RPI + 4% and less than RPI + 10%          | On a straight line basis between 0% and 100%   |
| Equal to or greater than RPI + 10%                  | 100%   |

### The TSR performance target

The half of an award subject to the TSR performance target will vest as follows:

| Rank of the Company's TSR against the TSR of the members of the FTSE All-Share Index (excluding investment trusts) | % of one half of an award that vests (i.e. expressed as a percentage of the total number of shares originally subject to the TSR performance target) |
|--|--|
| Upper quartile or above  | 100%   |
| Between upper quartile and median  | On a straight line basis between 3.85% and 100%  |
| Median   | 3.85%  |
| Below median   | 0%   |

## 7. Dividend equivalent

Unless the Committee decides otherwise, participants will normally receive a payment (in cash and/or shares) on or shortly following the settlement of their awards, of an amount equivalent to the dividends that would have been paid on those shares between the time when the awards were granted and the time when they vest (or, where an award is structured as a nil cost option, the earlier of the exercise date and the date on which any applicable holding period ends – see below). This amount may assume the reinvestment of dividends.

## 8. Holding periods

Participants will be required to retain all shares acquired by them on the vesting or exercise of an award under the Plan (less a number of shares sold to satisfy the participant's income tax and/or social security liability) until the expiry of the period of 2 years starting on the date on which the award vests. Participants will not be restricted or prevented from taking up any shareholder rights (e.g. voting rights, dividends) that they may have in relation to those shares during the holding period. The holding period shall end early in the event of a change of control of the Company, a 'good leaver' event or on such other date determined by the Committee. The terms and basis upon which shares must be held during the holding period shall be determined by the Committee from time to time.

## 9. Recovery and withholding

Awards may be subject to withholding and/or recovery within 3 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 condition 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 shares under a vested but unexercised LTIP award and/or a requirement to recover the value of any over-vesting by requiring the participant to make a cash payment.

# Summary of the principal features of the rules of the LTIP as proposed to be amended on 22 April 2015 continued

## 10. Source of shares

It is anticipated that the shares used to satisfy awards under the Plan shall be market purchased shares or treasury shares although the Plan allows for the sourcing of shares through newly issued shares.

## 11. Award price

The award price shall be nil.

## 12. Variations of share capital

Upon any variation of the share capital of the Company, whether by way of a capitalisation issue (other than a capitalisation issue in substitution for or as an alternative to a cash dividend), a rights issue or any sub-division, consolidation, reduction or other variation of the Company's share capital, including any significant share purchase programme, number of shares that are the subject of an award may be adjusted in such manner as the Committee determines to be fair and reasonable.

## 13. Vesting of awards

An award may normally only vest on the third anniversary of the award date. Once vested, awards that are options will be exercisable on such basis as set out in the award certificate subject always to the 10 year limit on the life of an option.

Where the participant ceases to be employed by the Group before the third anniversary of the award date as a result of injury, disability, ill health or retirement through ill health, normal retirement, redundancy within the meaning of the Employment Rights Act 1996 or as a result of any Group member or any part of the Group's business in which a participant was employed ceasing to be a member or part of the Group, the participant will retain his unvested awards which will remain capable of vesting as if such cessation had not occurred, subject to achievement of the performance targets and a pro-rata reduction in the number of shares he would otherwise have received to reflect the period of time elapsed from the date of award to the date of cessation as a percentage of the 3 year vesting period.

The Committee may, however, allow unvested awards to vest on the date of any such cessation, subject to the performance targets being met at that time and a pro rata reduction as described above.

If the participant dies, his award will vest on the date of death (or, if the Committee so decides, the third anniversary of the award date) subject to the performance targets being met at the relevant time and a pro rata reduction as described above.

It is, however, open to the Committee in all cases to waive the pro rating requirement if it considers it to be appropriate to do so.

Where in certain circumstances the participant is transferred to work overseas, his unvested award may then vest at the discretion of the Committee.

If a participant ceases to be employed by the Group for any other reason, the award will lapse.

Additionally, in the event of a takeover, reconstruction, amalgamation or winding up of the Company, the number of unvested options/awards that can be exercised/will vest will be reduced on a time pro-rated basis unless the Committee, having taken into consideration all relevant and appropriate factors into account, determines otherwise, for example, in the case of a sale of the Company where maximum value for shareholders has been achieved.

## 14. Directors' shareholding

The executive directors will be expected to retain a portion of the shares that vest in order to build up a stake in the Company over a period of time which is equal to 200 per cent of their annual basic salaries, and to maintain this level of shareholding in the Company for as long as they remain in office.

## 15. Alterations to the Plan

The Committee may alter any of the provisions of the Plan in any respect except that no alteration or addition to the rules of the Plan relating to:

- eligibility to participate in the Plan;
- limits on the number of new shares which may be issued pursuant to the Plan;
- the maximum entitlement of any one participant under the Plan;
- the basis for determining a participant's entitlement to (and the terms of) shares or any other benefit under the Plan; or
- the adjustment of awards under the Plan on a variation of share capital;

may be made to the advantage of participants without the prior approval of the Company in general meeting, except for minor amendments to benefit the administration of the Plan, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any member of the Group.

## 16. Pensionability

Awards under the Plan will not form part of the participant's pensionable earnings.

## 17. Employee trust

The Company or any subsidiary may provide financial assistance, to the extent permitted by company law, to a person such as a trustee of an employee benefit trust to enable shares to be acquired by that person and held for the purpose of the Plan.

## 18. Taxation

Any taxes that are due on any shares received by the participant will be deducted so that all transfers of shares will be made on a net of tax basis.

## 19. External advisers to confirm fair and reasonable use of discretion

Where the Committee has applied its discretion under rules summarised at paragraph 12 above, the external auditors or brokers of the Company for the time being may be called upon by the Committee to confirm that the relevant process has been carried out in a fair and reasonable manner.

This document is only a summary of the principal features of the Plan. In the event of any conflict between this document and the formal rules of the Plan, the formal rules of the Plan will prevail.

The above summary of the LTIP does not form part of the rules of the LTIP as proposed to be amended and should not be taken as affecting the interpretation of its detailed terms and conditions.

The Board reserves the right, up until the forthcoming AGM, to make such amendments and additions to the rules of the LTIP as it considers necessary or appropriate, provided that any such amendment or addition does not conflict in any material respect with the above summary.

# Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Eighteenth ANNUAL GENERAL MEETING of the Company will be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on Wednesday 22 April 2015 at 11.00 a.m. for the following purposes:

## Ordinary business

1. To receive and adopt the Directors' report and audited financial statements for the year ended 31 December 2014 and the report of the auditors thereon.
2. To declare a final dividend on the ordinary shares, as recommended by the directors, for the year ended 31 December 2014.
3. To approve the Directors' remuneration report (the "DRR") for the year ended 31 December 2014, excluding the remuneration policy report.
4. To approve the remuneration policy report within the DRR.
5. To elect Steve Good as a Director of the Company.
6. To elect Nick Salmon as a Director of the Company.
7. To re-elect Andrew Duff as a Director of the Company.
8. To re-elect David Dutro as a Director of the Company.
9. To re-elect Brian Taylorson as a Director of the Company.
10. To re-elect Andrew Christie as a Director of the Company.
11. To re-elect Anne Hyland as a Director of the Company.
12. To re-appoint KPMG LLP as auditors.
13. To authorise the Directors to determine the remuneration of the auditors.

## Special business

To consider and, if thought fit, pass the following resolutions of which Resolutions 14 to 17 will be proposed as ordinary resolutions and Resolutions 18 to 20 will be proposed as special resolutions.

14. To declare a special dividend on the ordinary shares, as recommended by the directors, for the year ended 31 December 2014.
15. That the authority conferred by Article 4.2 of the Company's Articles of Association will be renewed and so that for this purpose the Section 551 amount in the Companies Act 2006 ("2006 Act") will be £7,693,946 and the prescribed period will be the period from the date this resolution is passed and the earlier of the date of the next Annual General Meeting or 30 June 2016.
16. To approve and adopt the amended Rules of the Elementis plc 2008 Long Term Incentive Plan (as amended in 2010) ("LTIP"), the main amendments to and principal features of which are summarised on pages 8 to 10 of the Explanatory Notes to this Notice of Meeting, in the form of the document produced to the meeting and signed by the Chairman for the purposes of identification (subject to such modifications as the Directors may consider necessary or desirable to take account of the requirements of the UK Listing Authority and the London Stock Exchange, or for the purposes of implementing and giving effect to the LTIP as proposed to be amended) and to approve the grant of awards under the LTIP in 2015 and subsequent years subject to performance conditions relating to the Company's earnings per share and total shareholder return on the basis more fully described on page 9 of this document.
17. To give authority for the Group to make donations to political parties, independent election candidates and political organisations and to incur political expenditure: 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 (the "Group") 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 30 June 2016, 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.
18. That, for the purposes of The Companies (Shareholders' Rights) Regulations 2009, any general meeting of the Company other than the annual general meeting may be held at 14 clear days' notice even if the purpose of such a general meeting is for the purposes of passing a special resolution.
19. That:
  - (a) the power conferred by Article 4.4 of the Company's Articles of Association be renewed and so that for this purpose the Section 561 amount under the 2006 Act will be £1,154,091 and the prescribed period will be the period from the date this resolution is passed and the earlier of the date of the next Annual General Meeting or 30 June 2016;
  - (b) such power shall extend to the sale of treasury shares (within the meaning of Section 724 of the 2006 Act) for cash as if in respect of any such sale the words "pursuant to the authority conferred by Article 4.2" were omitted from the second line of Article 4.4; and
  - (c) for the purpose of such power the reference in Article 4.4 (a) to "all holders (at a date selected by the Board) of issued Ordinary Shares (as nearly as practicable) in proportion to the number of Ordinary Shares respectively held by them" shall be deemed to exclude the Company in respect of any treasury shares held by it.

# Notice of Annual General Meeting

## continued

20. That the authority conferred on the Company at the seventeenth Annual General Meeting to make market purchases (as defined in Section 693 of the 2006 Act) of ordinary shares of 5 pence each in the capital of the Company be hereby renewed provided that:
- the maximum number of Ordinary Shares hereby authorised to be purchased is 46,163,679;
  - 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 105 per cent of the average of the market values for such share as derived from the Daily Official List of the London Stock Exchange for the 5 business days immediately preceding the day on which the share is contracted to be purchased;
  - 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 30 June 2016, if earlier; and
  - the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own shares in pursuance of any such contract.

By Order of the Board

**Wai Wong**  
**Company Secretary**  
19 March 2015

Registered office:  
10 Albemarle Street  
London W1S 4HH

### Notes

- 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 6.00 p.m. on 20 April 2015, or, in the case of an adjournment, by 6.00 p.m. on the day 2 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.
- A member who is entitled to attend and vote at the meeting is entitled to appoint another person, or 2 or more persons in respect of different shares held by him/her, as his/her proxy to exercise all or any of his/her rights to attend and to speak and vote at the meeting. A proxy need not be a member of the Company.

Any corporation which is a member may appoint one or more corporate representatives who may exercise on its behalf all of its rights as a member provided that they do not do so in relation to the same shares.

Any or all joint holders of shares, registered on the Register of Members at the Specified Time, may attend the AGM, although only one holder may vote in person or by proxy. The vote or proxy appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of joint holders appear in the Company's Register of Members.

- 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 a.m. on 20 April 2015 or, in the case of an adjournment, by the time 48 hours 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 6 below) will not prevent a member from attending in person and voting at the meeting should he/she so wish.

Shareholders wishing to appoint a proxy and register their proxy votes electronically should visit the website, [www.sharevote.co.uk](http://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 48 hours before the time of the meeting (or 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 [www.sharevote.co.uk](http://www.sharevote.co.uk) website.

If 2 or more valid but differing appointments of a proxy are received in respect of the same share for use at the same meeting, the one which is last received (regardless of its date or the date of signature) shall be treated as replacing and revoking the others as regards that share. If the Company is unable to determine which was last received, none of them shall be treated as valid in respect of that share.

4. 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 2006 Act (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.
5. As at 24 February 2015 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 461,636,790 ordinary shares of 5 pence each, all carrying one vote each, and (ii) the total voting rights in the Company were 461,636,790.
6. 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](http://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 a.m. on 20 April 2015. 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.
7. 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.
8. In accordance with Section 311A of the 2006 Act, 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/investors/agm-information](http://www.elementisplc.com/investors/agm-information).
9. Pursuant to Section 319A of the 2006 Act, the Company must cause to be answered at the AGM any question relating to the business being dealt with at the AGM which is put by a member attending the meeting, except in certain circumstances, including if it is undesirable in the interests of the Company or the good order of the meeting that the question be answered or if to do so would involve the disclosure of confidential information.
10. In accordance with Section 527 of the 2006 Act, 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.

# Shareholder services

---

## Internet

The Group operates a website which can be found at **www.elementisplc.com**. This site is frequently updated to provide you with information about the Group and each of its operating divisions. 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: 0871 384 2379 or +44 (0) 121 415 7043

**Website:** [www.shareview.co.uk](http://www.shareview.co.uk)

Calls to 0871 numbers cost 8 pence per minute plus network extras. Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday.

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: 0871 384 2255

Callers outside the UK telephone: +44 (0) 121 415 7028

## Web-based enquiry service

Equiniti provide a range of shareholders' services online. The portfolio service provides access to information on investments including balance movements, indicative share prices and information on recent dividends and also enables address and 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**. The share dealing service enables shares to be sold by UK shareholders by telephone or over the internet. For telephone sales please call 08456 037037 between 8.30 a.m. and 4.30 p.m. and for internet sales please visit **www.shareview.co.uk/dealing**

# Corporate information

---

**Company Secretary**

Wai Wong

**Registered office**

10 Albemarle Street  
London W1S 4HH, UK

**Registered number**

3299608

**Auditors**

KPMG LLP

**Joint Corporate Brokers**

UBS Investment Bank  
N+1 Singer

**Financial Calendar**

|                    |   |
|--------------------|---|
| 24 February 2015   | Preliminary announcement of final results for the year ended 31 December 2014       |
| 22 April 2015      | Annual General Meeting and First Interim Management Statement                       |
| 23 April 2015      | Ex-dividend date for final and special dividend for 2014 payable on ordinary shares |
| 24 April 2015      | Record date for final and special dividend for 2014 payable on ordinary shares      |
| 22 May 2015        | Payment of final and special dividend for 2014 on ordinary shares                   |
| 28 July 2015       | Interim results announcement for the half year ending 30 June 2015                  |
| 10 September 2015* | Ex-dividend date for interim dividend for 2015 payable on ordinary shares           |
| 11 September 2015* | Record date for interim dividend for 2015 payable on ordinary shares                |
| 2 October 2015*    | Payment of interim dividend for 2015 on ordinary shares                             |
| 30 October 2015*   | Second Interim Management Statement   |
| 1 March 2016*      | Preliminary announcement of final results for the year ending 31 December 2015      |

\* Provisional date

**Elementis plc**

10 Albemarle Street  
London  
W1S 4HH, UK

Tel: +44 (0) 20 7408 9300  
Fax: +44 (0) 20 7493 2194

**[www.elementisplc.com](http://www.elementisplc.com)**