

Notice of Meeting 2016

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

23 March 2016

Dear Shareholder

Notice of Annual General Meeting to be held on 27 April 2016

I am writing to give you notice of the Company's Annual General Meeting ("AGM") that is to be held at the offices of UBS Investment Bank, Meeting Room 29, 7th Floor, 1 Finsbury Avenue, London, EC2M 2PP on Wednesday 27 April 2016 at 9.30 a.m.

The following items are also included in this document:

- the "Highlights" and "Chairman's statement" sections extracted from the 2015 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 2015 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.

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 2015 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. 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 9.30 a.m. on 25 April 2016. 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 sales reduced by 14 per cent due to lower oilfield drilling and impact of stronger US dollar.**
- **Specialty Products delivered improved contribution margins and market share gains, successes include:**
 - North American decorative coatings* up 15 per cent.
 - European coatings* up 3 per cent.
 - Personal care* up 3 per cent for the year; 6 per cent in the second half.
- **Another year of excellent cash generation:**
 - Net cash position increased to \$74.0 million.
- **Total dividends for the year increased by 7 per cent to 16.45 cents:**
 - Final dividend maintained at previous year level.
 - Special dividend increased by 15 per cent; fourth consecutive payment.

* constant currency sales

Financial summary

	2015	2014
Sales	\$678.8m	\$790.4m
Operating profit**	\$122.5m	\$150.1m
Profit before tax**	\$116.2m	\$141.9m
Diluted earnings per share**	20.8c	24.8c
Operating cash flow	\$102.5m	\$144.4m
Net cash	\$74.0m	\$64.2m
Profit for the year	\$95.3m	\$175.4m
Basic earnings per share	20.6c	38.1c
Dividends to shareholders:		
– Interim dividend	2.70c	2.70c
– Final proposed	5.75c	5.75c
– Special dividend	8.00c	6.95c
– Total for the year	16.45c	15.40c

** before non-recurring items

Chairman's statement

After five years of successive earnings growth**, the market environment in 2015 turned out to be challenging for the Group. Periods of challenging demand patterns such as this are often a good test of the core qualities of a business and I am pleased to report that our key strengths in terms of market position, customer relationships, value proposition and cash generation have all shown impressive resilience in 2015.

Lower oil prices had a significant impact on our oilfield drilling business and the appreciation of the US dollar against most global currencies led to changes in the competitive landscape for both Elementis and its customers, creating an additional headwind during the year for Chromium and our North American industrial coatings business.

Innovation continues to be important to our success, as demonstrated by the growing proportion of our sales coming from new products, which continues to be encouraging. Following on from the successful commissioning of our new decorative coatings facility in New Martinsville we have continued to commit further investment to our Specialty Products business and have recently completed an investment in a new castor wax facility in Taiwan.

Our track record of consistent cash generation over the last six years has been an important component of the Group's equity story. In 2015, despite the more challenging environment, the Group still delivered a positive cash flow performance, helped by the sale of a portion of our site in Corpus Christi and lower pension contributions. This in turn means that we have been able to increase our special dividend by 15 per cent

Financial results

In 2015, Group sales were \$678.8 million compared to \$790.4 million in the previous year and Group diluted earnings per share** was 20.8 cents compared to 24.8 cents. In addition the Group is reporting a number of non-recurring items, including the Corpus Christi land sale, and these items are discussed more fully in the Finance report. After taking account of these items, Group diluted earnings per share was 20.4 cents compared to 37.7 cents in 2014.

Balance sheet

The Group's balance sheet remains in a very sound position following another year of positive cash generation. The Group's net cash position at the end of 2015 is \$74.0 million, compared to \$64.2 million at the end of the previous year.

The IAS 19 deficit, on the Group's post retirement benefit plans also improved during the year from \$65.8 million at the end of 2014 to \$29.0 million. The UK pension plan accounts for the majority of the Group's pension obligations and a new funding agreement was concluded during the year, based on a triennial valuation date of 30 September 2014. As a result the Group's total annual contributions to all plans are expected to be below \$15.0 million in each of the next three years.

Dividends

Under the dividend policy introduced in 2012, the Board undertook to pay approximately one third of earnings, before non-recurring 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. However, the Board is maintaining the final dividend at the same level as the previous year, to reflect its confidence in the Group's business model and medium term prospects. In addition, the year end net cash balance increased and we will be paying a special dividend of 50 per cent of that amount. Consequently, total dividends for the year are increased by 7 per cent to 16.45 cents per share, the components of which are as follows:

- The Board is recommending a final dividend for 2015 of 5.75 cents per share (2014: 5.75 cents) and a special dividend of 8.00 cents per share (2014: 6.95 cents).
- The Board declared an interim dividend at the time of the Interim Results announcement of 2.70 cents per share (2014: 2.70 cents).

The final and special dividends will be paid on 27 May 2016, in pounds sterling at an exchange rate of £1.00:\$1.3955 (equivalent to a sterling amount of 9.8531 pence per share), to shareholders on the register on 29 April 2016.

Health, safety and the environment

In this important aspect of our business I am pleased to report that our overall performance continues to be of a high standard compared to the industry. However, we also recognise that continuous improvement and an ultimate goal of zero incidents are absolutely essential to our philosophy. As regulators around the world rightly demand ever increasing engagement in this area, we will continue to be cooperative and proactive, while striving always to exceed their expectations.

Board changes

As previously announced Paul Waterman became Group Chief Executive and joined the Board on 8 February 2016. Paul has an impressive business background, having most recently been the Global CEO of BP's Lubricants business. He is fully engaged in getting to know Elementis and its people and is excited about the opportunity to take the Group forward.

David Dutro, who retired as Group Chief Executive on 7 February 2016, continued to assist the Board until 29 February 2016 as a Special Advisor to facilitate a smooth transition. David has led the Group through a period of impressive progress and shareholder value creation and the Board would like to thank him sincerely for his outstanding contribution. We wish him well in his retirement.

Governance

I am pleased to report that your Board has made good progress over the past year, following the changes to its composition in 2014. The new non-executive members, including myself, have been fully engaged in getting to know the business and its people, and have established strong relationships with the management and business leadership teams. We have an excellent Board culture that is cohesive and transparent, based on trust, integrity and a shared purpose, which enables all Directors to perform effectively, both collectively and as individuals.

The Board considers that it has applied fully all of the principles and provisions of the Corporate Governance Code during 2015. More information is provided in the Corporate Governance Report.

People

In periods of more difficult trading, it goes without saying that the pressures and responsibilities on our employees and their families are greatly increased. Our progress is, in no small part, due to their continued efforts and talents and, on behalf of the Board, I would like to give them my sincere thanks.

Outlook

As stated in our announcement in December, the market environment remains challenging. Chromium is cycling against a one time income of \$5 million in 2015. However, the Specialty Products business will continue to make progress based on its strong market positions and investments in growth. We are delighted to welcome Paul Waterman as Group Chief Executive. The Board is confident that he is inheriting a sound business model and financial platform on which to take the Group forward to what we are confident will be future success.



Andrew Duff
Chairman

1 March 2016

** before non-recurring items

Annual General Meeting (“AGM”)

Explanatory notes to the Notice of Meeting

The Notice of Meeting appears on pages 8 to 10. The following information provides additional background information to several of the resolutions proposed.

Resolutions 2 and 13: Final dividend (ordinary business) and special dividend (special business)

Two 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 2015 and the second, the payment of a special dividend for 2015. Full details of the final and special dividends are set out in Chairman’s statement on page 3.

Resolution 3 – Directors’ remuneration report

Resolution 3 will be proposed as an advisory vote to approve the Directors’ remuneration report for 2015 (excluding the remuneration policy report). An advisory vote means the outcome will not be binding on the Company. The policy report is only subject to a vote every three years unless changes to policy are being proposed which is not the case this year.

Resolutions 4 to 10: Election/Re-election of Directors

In accordance with the provisions of the UK Corporate Governance Code concerning the annual election/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-executive Directors, including the Chairman, have indicated their willingness to be re-appointed. Following these discussions and its annual performance evaluation, the Board is satisfied that all our Directors, both executives and non-executives, contribute effectively and demonstrate appropriate commitment to their role and, therefore, shareholders are asked to support their 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.

Paul Waterman, Group Chief Executive, Age: 51

Paul Waterman was appointed Group Chief Executive on 8 February 2016. Before joining Elementis he was global CEO of the BP lubricants business since July 2013 after having overseen the BP Australia/New Zealand downstream business and been country president of BP Australia since August 2010. Prior to that he was CEO of BP’s global aviation, industrial, marine & energy lubricants businesses (2009 to 2010) and CEO of BP lubricants Americas (2007 to 2009). He joined BP after it acquired Burmah-Castrol in 2000 having joined the latter in 1994 after roles at Reckitt Benckiser and Kraft Foods. Paul Waterman is an American national and has lived in Southern California, New Jersey, the UK and Australia. He holds a BSc degree in packaging engineering from Michigan State University and an MBA in finance and international business from New York University, Stern School of Business.

Andrew Duff, Chairman, Age: 56

Committee membership: N (c)

Andrew Duff was appointed non-executive Chairman and Chairman of the Nomination Committee in April 2014. 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 from 2004 to 2013, where he was also the senior independent director and chairman of the remuneration committee. From 2003 to 2009, he was CEO 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 Earth Trust and a Fellow of the Energy Institute.

Brian Taylorson, Finance Director, Age: 60

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 chartered accountant and a member of the Association of Corporate Treasurers. He was a non-executive director of Fiberweb plc from 2006 to 2012.

Nick Salmon, Senior Independent Director, Age: 63

Committee membership: A, N, R

Nick Salmon was appointed a non-executive director in October 2014 and Senior Independent Director in December 2014. He has been non-executive chairman of South East Water Limited since April 2015 and a non-executive director of Interserve plc since August 2014. He was a non-executive director of United Utilities Group plc from 2005 to 2014, where he also served as the senior independent director from 2007 to 2014. He was CEO of Cookson Group plc, the international materials technology business, from 2004 to 2012 when it demerged to create two new listed companies. He was formerly executive vice-president of Alstom S.A. and CEO of Babcock International Group plc. He holds a BSc degree in mechanical engineering and is a Fellow of the Royal Academy of Engineering.

Andrew Christie, Non-executive director, Age: 59

Committee membership: A, N, R (c)

Andrew Christie was appointed a non-executive director in August 2008 and Chairman of the Remuneration Committee in October 2013. He has over 30 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 has been a non-executive director of Helios Underwriting plc since July 2013 and holds an MBA and a BSc degree in engineering.

Steve Good, Non-executive director, Age: 54
Committee membership: A, N, R

Steve Good was appointed a non-executive director in October 2014. He has been a non-executive director of Cape plc since July 2015 (where he is chairman of the remuneration committee), Anglian Water Services Limited since April 2015, and chairman-designate of Zotefoams plc since November 2015, having been a non-executive director since October 2014. He was CEO of Low & Bonar plc, the industrial textile manufacturing business, from 2009 to 2014. 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 has a BA degree in economics and finance and is a chartered accountant.

Anne Hyland, Non-executive director, Age: 55
Committee membership: A (c), N, R

Anne Hyland was appointed a non-executive director in June 2013 and Chairman of the Audit Committee in August 2013. She is CFO of Kymab Ltd, a biopharmaceutical company specialising in advanced therapeutic antibody discovery and development. Previous to that, 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 – AITF) 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 11 – Appointment of Deloitte LLP as the Company's auditors

The Board initiated an audit tender process during 2015 with a view to changing the Company's auditors, in line with new EU regulations on mandatory audit rotation. KPMG LLP, which has acted as the Company's auditors since June 2014, will therefore be retiring at the meeting once the report and accounts for 2015 have been received. The statement of circumstances from KPMG on ceasing to hold office required by the Companies Act 2006 is attached to this Notice of meeting on page 7.

Following an audit tender process, upon the recommendation of the Audit Committee, the Board concluded that Deloitte demonstrated best the organisational and personnel fit, resources, expertise and audit approach to deliver a high quality audit and service to Elementis. Accordingly, the Board is recommending that Deloitte be appointed the Company's auditors in this Resolution 11.

Resolution 14 – General authority to allot shares

Under the Companies Act 2006 and Article 4.2 of the Company's Articles of Association, the Directors may only allot equity securities (being ordinary shares in the capital of the Company or grant rights to subscribe for or convert any security into shares), if authorised to do so by shareholders in general meeting. At last year's AGM held on 22 April 2015, shareholders granted the Directors such authority to allot equity securities. 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 £7,715,498, representing an amount equal to one-third of the Company's issued share capital, excluding any shares held by the Company in treasury ("Treasury Shares"), as at 1 March 2016 the latest practicable date prior to the printing of this document. The Company holds no such Treasury Shares.

In addition, the Company is seeking authority in part (b) of Resolution 14 to allow the Directors to allot equity securities only in connection with a rights issue up to a further nominal value of £7,715,498, representing an amount equal to one-third of the Company's issued share capital, excluding Treasury Shares, as at 1 March 2016.

The authority being sought in Resolution 14 complies with the latest 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 £15,430,998, representing a total amount equal to two-thirds of the Company's issued share capital, excluding Treasury Shares, as at 1 March 2016.

The Directors have no present intention of exercising the authority in Resolution 14 other than in connection with the operation of the Company's various employee share schemes. 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 30 June 2017, whichever is the earlier.

Resolution 15 – Political donations

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

The Group's policy is generally to prohibit direct or indirect political contributions and the Directors have no intention of using this authority for the above purpose. What constitutes a political donation, a political party, a political organisation, or political expenditure is not easy to 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, 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 30 June 2017 (whichever is earlier) and the Directors expect to seek to renew this authority at each AGM.

Resolution 16 – 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 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 significant time-sensitive transactions or other price sensitive transactions are being put to shareholders for approval.

Annual General Meeting (“AGM”)

Explanatory notes to the Notice of Meeting continued

Resolution 17 – Authority to allot shares for cash free from pre-emption rights

Under the Companies Act 2006 and Article 4.4 of the Company’s Articles of Association, the Directors may seek approval from shareholders to waive the application of statutory pre-emption rights such that the allotment of equity securities pursuant to the authority granted in Resolution 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 a special resolution approving the disapplication of statutory pre-emption rights in relation to the Company’s allotment for cash of equity securities pursuant to Resolution 14, or in relation to the Company’s sale of its own Treasury Shares. 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 (excluding any Treasury Shares).

The Directors are seeking, under Resolution 17, to renew the disapplication of statutory pre-emption rights but to the higher limit of 10 per cent of all the ordinary shares in issue (excluding any Treasury Shares). This increased authority is sought in adherence to and within the provisions in the Pre-Emption Group’s Statement of Principles, with which this resolution complies.

Resolution 17, which is a special resolution, therefore seeks to renew and extend the Directors’ authority granted in last year’s AGM to allot equity securities, or sell Treasury Shares, for cash up to an aggregate nominal value of 10 per cent of the Company’s issued share capital, excluding Treasury Shares, without first being required to offer such shares to existing shareholders in proportion to their existing holdings.

The Directors do not intend to allot equity securities for cash on a non pre-emptive basis pursuant to the authority in Resolution 14:

- (a) with an aggregate nominal value in excess of an amount equal to 5 per cent of the Company’s issued share capital excluding Treasury Shares; or
- (b) with an aggregate nominal value in excess of an amount equal to 7.5 per cent of the Company’s issued share capital excluding Treasury Shares within a rolling three year period,

without prior consultation with shareholders, in each case other than in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six month period and is disclosed in the announcement of the allotment.

Resolution 17 also seeks a disapplication of the pre-emption rights in relation to a rights issue to allow the Directors to make such exclusions or other arrangements as the Board may deem necessary or expedient in relation to fractional entitlements, directions from any shareholder to deal in some other manner with his entitlements, or any legal, regulatory or practical problems under the laws of any overseas territory or the requirements of any regulatory body or stock exchange in any territory.

If passed, the authority given in this resolution will expire on the date of the Company’s next AGM or 30 June 2017, whichever is the earlier.

Resolution 18 – Authority for the Company to purchase its own shares

This special resolution will renew the Company’s authority to make market purchases of its ordinary shares on the London Stock Exchange until the Company’s next AGM or, if earlier, until 30 June 2017. 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 46,297,623 ordinary shares, representing 10 per cent of the Company’s issued share capital as at 1 March 2016, 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 five 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 18, between the date the resolution is passed and until the Company’s next AGM or, if earlier, until 30 June 2017. 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 18, 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 1 March 2016 was approximately 6,427,000. This equals, in number, 1.39 per cent of the Company’s issued shares at that date. If the proposed share purchase authority were to be exercised in full, those 6,427,000 shares would represent 1.54 per cent of the issued shares as reduced by the share purchases. As at 1 March 2016, the latest practicable date prior to the printing of this document, the Company was authorised to make market purchases of up to 46,163,679 ordinary shares pursuant to an ordinary resolution passed at the 2015 AGM on substantially the same terms as those set out in Resolution 18.

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 for inspection

See Note 6 to the Notice of Meeting on page 10.



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Our ref Ir/cmwl/1449

Contact Lynton Richmond
020 7311 1000
Ext 4701

23 March 2016

To the Directors of Elementis plc,

Statement to Elementis plc (no. 3299608) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The reason connected with our ceasing to hold office is the holding of a competitive tender for the audit, in which we were not invited to participate.

Yours faithfully,

KPMG LLP
Audit registration number: 9188307
Audit registration address:
15 Canada Square
Canary Wharf, London E14 5GL

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Nineteenth ANNUAL GENERAL MEETING of the Company will be held at the offices of UBS Investment Bank, Meeting Room 29, 7th Floor, 1 Finsbury Avenue, London, EC2M 2PP on Wednesday 27 April 2016 at 9.30 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 2015 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 2015.
3. To approve the Directors' remuneration report for the year ended 31 December 2015, excluding the remuneration policy report.
4. To elect Paul Waterman as a Director of the Company.
5. To re-elect Andrew Duff as a Director of the Company.
6. To re-elect Brian Taylorson as a Director of the Company.
7. To re-elect Nick Salmon as a Director of the Company.
8. To re-elect Andrew Christie as a Director of the Company.
9. To re-elect Steve Good as a Director of the Company.
10. To re-elect Anne Hyland as a Director of the Company.
11. To appoint Deloitte LLP as auditors.
12. 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 13 to 15 will be proposed as ordinary resolutions and Resolutions 16 to 18 will be proposed as special resolutions.

13. To declare a special dividend on the ordinary shares, as recommended by the Directors, for the year ended 31 December 2015.

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 £7,715,498; and
- (b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £7,715,498 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act and to expire at the end of the next Annual General Meeting or on 30 June 2017, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution:

- (a) "rights issue" means an offer to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, to subscribe for further securities by means of the issue of a renounceable letter (or equivalent arrangement) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to shares held by the Company in treasury ("Treasury Shares"), 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;
- (b) references to an allotment of equity securities shall include a sale of Treasury Shares; and

- (c) 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.

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 until the close of business on 30 June 2017, 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.

16. 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.

17. That, subject to the passing of Resolution 14, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Companies Act 2006), wholly for cash:

- (a) pursuant to the authority given by paragraph (a) of Resolution 14 above or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006 in each case:
 - (i) in connection with a pre-emptive offer; and
 - (ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £2,314,881; and
- (b) pursuant to the authority given by paragraph (b) of Resolution 14 above in connection with a rights issue,

as if Section 561(1) of the Companies Act did not apply to any such allotment; such power to expire at the end of the next Annual General Meeting or on 30 June 2017, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this Resolution:

- (a) "rights issue" has the same meaning as in Resolution 14 above;
 - (b) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to ordinary shareholders (other than the Company) on the register on a record date fixed by the Directors in proportion to their respective holdings, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to Treasury Shares, 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;
 - (c) references to an allotment of equity securities shall include a sale of Treasury Shares; and
 - (d) 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 the authority conferred on the Company at the eighteenth Annual General Meeting to make market purchases (as defined in Section 693 of the Companies Act 2006) of ordinary shares of 5 pence each in the capital of the Company be hereby renewed provided that:
- (a) the maximum number of Ordinary Shares hereby authorised to be purchased is 46,297,623;
 - (b) the minimum price which may be paid for such shares is 5 pence per share exclusive of expenses;
 - (c) the maximum price, exclusive of expenses, which may be paid for each such share is an amount equal to 105 per cent of the average of the market values 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;
 - (d) unless previously renewed, varied or revoked, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company or 30 June 2017, if earlier; and
 - (e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own shares in pursuance of any such contract.

By Order of the Board



Wai Wong
Company Secretary
23 March 2016

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

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 6.00 p.m. on 25 April 2016, or, in the case of an adjournment, by 6.00 p.m. on the day two 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.

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.

3. 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 9.30 a.m. on 25 April 2016 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 7 below) will not prevent a member from attending in person and voting at the meeting should he/she so wish.

Shareholders wishing to appoint a proxy and register their proxy votes electronically should visit the website, www.sharevote.co.uk. The on-screen instructions will give details on how to appoint a proxy and submit proxy voting instructions. Electronic proxy appointments and voting instructions must be received by no later than 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 website.

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 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.

Notice of Annual General Meeting

continued

5. As at 1 March 2016 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 462,976,237 ordinary shares of 5 pence each, all carrying one vote each, and (ii) the total voting rights in the Company were 462,976,237.
6. The Directors' service contracts, contracts of indemnity 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 excepted) until 27 April 2016 at the Company's registered office.

These documents will also be available for inspection at the offices of UBS Investment Bank, Meeting Room 29, 7th Floor, 1 Finsbury Avenue, London, EC2M 2PP for not less than 15 minutes prior to and during the AGM.
7. CREST members who wish to appoint one or more proxies through the CREST system may do so by using the procedures described in "the CREST voting service" section of the CREST Manual. CREST personal members or other CREST sponsored members, and those CREST members who have appointed one or more voting service providers, should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf. In order for a proxy appointment or a proxy instruction made using the CREST voting service to be valid, the appropriate CREST message (a "CREST proxy appointment instruction") must be properly authenticated in accordance with the specifications of CREST's operator, Euroclear UK & Ireland Limited ("Euroclear"), and must contain all the relevant information required by the CREST Manual (www.euroclear.com). To be valid the message, regardless of whether it constitutes the appointment of a proxy or is an amendment to the instruction given to a previously appointed proxy, must be transmitted so as to be received by Equiniti Limited (ID RA19), as the Company's "issuer's agent", by 9.30 a.m. on 25 April 2016. 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.
8. 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.
9. In accordance with Section 311A of the Companies Act 2006, the contents of this Notice of Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of Meeting will be available on the Company's website at www.elementisplc.com/investors/agm-information.
10. 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 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.
11. 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.

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

Website: **www.shareview.co.uk**

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: 0371 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 0345 603 7037 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

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

Registered number

3299608

Auditors

KPMG LLP (retiring on 27 April 2016)
Deloitte LLP (to be appointed on 27 April 2016)

Joint Corporate Brokers

UBS Investment Bank
N+1 Singer

Financial Calendar

1 March 2016	Preliminary announcement of final results for the year ended 31 December 2015
27 April 2016	Annual General Meeting and First Interim Management Statement
28 April 2016	Ex-dividend date for final and special dividend for 2015 payable on ordinary shares
29 April 2016	Record date for final and special dividend for 2015 payable on ordinary shares
27 May 2016	Payment of final and special dividend for 2015 on ordinary shares
2 August 2016*	Interim results announcement for the half year ending 30 June 2016
8 September 2016*	Ex-dividend date for interim dividend for 2016 payable on ordinary shares
9 September 2016*	Record date for interim dividend for 2016 payable on ordinary shares
30 September 2016*	Payment of interim dividend for 2016 on ordinary shares
28 October 2016*	Second Interim Management Statement

* Provisional date

Elementis plc

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