You can vote electronically at www.sharevote.co.uk using the above numbers.

Form of proxy

I/we being (a) member(s) of Elementis plc (the ‘Company’) hereby appoint the Chairman of the Meeting, or (insert full name clearly in box (1) below) (1+)
as my/our proxy to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on 24 April 2014 at 11.00 a.m. and at any adjournment thereof. (Insert in box (2) below the number of shares your proxy is authorised to vote) (2+)

Tick here if this proxy is one of multiple appointments being made. (3+)

If you do not give any directions as to how your proxy should vote on the above Resolutions, or on any other business of the Meeting, he/she will exercise his/her discretion as to whether, and if so how, he/she votes. The ‘Vote withheld’ option is to allow you to abstain on any particular Resolution and is not a vote in law and will not be counted as ‘For’ or ‘Against’ a Resolution. In the case of a corporation, this proxy must be given under its common seal or be signed on its behalf by an attorney or officer, duly authorised, stating their capacity (e.g. director, secretary).

Signature

Date

(Each number refers to the corresponding note in the explanatory notes overleaf.)

Resolutions

Ordinary business

1. To receive and adopt the directors’ and auditors’ reports and audited accounts for 2013.
2. To declare a final dividend on the ordinary shares, as recommended by the directors.
3. To approve the DRR* (excluding the remuneration policy report).
4. To approve the remuneration policy report within the DRR*.
5. To elect as a director Andrew Duff.
6. To elect as a director Anne Hyland.
7. To re-elect as a director Ian Brindle.
8. To re-elect as a director David Dutro.
9. To re-elect as a director Brian Taylorson.
10. To re-elect as a director Andrew Christie.
11. To re-elect as a director Kevin Matthews.
12. To appoint KPMG LLP as auditors.
13. To authorise the directors to determine the remuneration of the auditors.

Special business

14. To declare a special dividend on the ordinary shares, as recommended by the directors.
15. To renew the directors’ authority to allot shares.
16. **To approve the holding of general meetings at 14 clear days’ notice.
17. **To dis-apply statutory pre-emption rights on the allotment of shares.
18. **To renew the Company’s authority to purchase its own shares in the market.

* DRR – Directors’ remuneration report for 2013
** Special Resolution

Voting ID Task ID Shareholder Reference Number

1387-064-S

(Please indicate your vote by marking an ‘X’ in the appropriate boxes)
Explanatory notes to Form of proxy
(To be read in conjunction with the Notice of Meeting and the accompanying notes.)

1. If you want to appoint another person to be your proxy, strike out the words ‘Chairman of the Meeting’ and insert in the box the name of the proxy and initial the alterations. A proxy need not be a member.

2. To enable your proxy to vote all your shares, insert your total shareholding or leave the box blank. Alternatively, if you wish to restrict the number of shares your proxy can vote, insert the number of shares in relation to which your proxy is authorised to act.

3. To appoint more than one proxy, [an] additional proxy form[s] may be obtained by calling the Registrars on 0871 384 2379.* Non-UK callers should dial +44 121 415 7043, or you may photocopy this form. Please tick the box provided if the proxy instruction is one of multiple instructions being given. All forms must be signed and returned in the same envelope. Please ensure that the total number of shares for all your proxies does not exceed your total shareholding.

4. For this Form of proxy to be valid, detach from the Admission card and deliver to Equiniti Limited, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA 48 hours before the appointed time of the Meeting or adjourned Meeting. For information about a member’s right to appoint a proxy and other rights, please see the notes accompanying the Notice of Meeting.

5. Members who wish to appoint a proxy through the CREST system should also refer to the notes in the Notice of Meeting.

6. Completing a Form of proxy will not prevent a member from attending in person and voting in person if he/she so wishes.

* Calls to this number cost 8 pence per minute plus network extras. Lines are open 8.30am to 5.30pm, Monday to Friday.