

# ELEMENTIS

A global specialty chemicals company

## 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

22 March 2011

Dear Shareholder

### **Notice of Annual General Meeting to be held on 21 April 2011**

I am writing to give you notice of the Company's Annual General Meeting ("AGM") that is to be held at The City Presentation Centre, 4 Chiswell Street, London EC1Y 4UP on Thursday 21 April 2011 at 11.00 a.m.

The following items are also included in this document:

- the "Highlights" and "Chairman's statement" sections extracted from the 2010 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 2010 Annual Report and Accounts. A copy of that document can be accessed through the Company's website at: [www.elementisplc.com/investors/agm-information/](http://www.elementisplc.com/investors/agm-information/)

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 2010 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 19 April 2011. 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



**Robert Beeston**  
Chairman

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**Highlights****Significant improvement in Group sales and operating profit**

– Sales up 24 per cent; Operating profit\* up 183 per cent

**Operating margin continued to improve as the year progressed**

– First half 13.6 per cent; Second half 15.8 per cent

**Record performance in Specialty Products**

– Sales up 30 per cent; Operating profit up 132 per cent

**Chromium saw good profit and margin growth****Strong cash generation with year end net debt reduced to \$79.3 million**

– Net debt to EBITDA 0.6 times

**Full year dividend increased by 7 per cent**

<b>Financial summary</b>	<b>2010</b>	<b>2009</b>	<b>Change</b>
Sales	<b>\$697.4m</b>	\$563.7m	+24%
Operating profit	<b>\$102.3m</b>	\$36.2m*	+183%*
Profit before tax	<b>\$96.0m</b>	\$28.3m*	+239%*
Diluted earnings per share	<b>15.2c*</b>	4.3c*	+253%*
Net debt	<b>\$79.3m</b>	\$106.3m	
Profit/(loss) for the year	<b>\$74.1m</b>	\$(57.4)m	
Basic earnings/(loss) per share	<b>16.7c</b>	(12.9)c	
Dividend to shareholders:			
– final proposed	<b>2.6c/1.6p</b>	1.4p	+14%
– full year	<b>4.9c/3.1p</b>	2.9p	+7%

\* Before exceptional items

## Chairman's statement

I am very pleased to report on the significant improvement in the Group's financial performance in 2010, following the effects of the general economic downturn in 2009. The results are particularly satisfying to the Board because at the core of the improvement are a number of strategic actions that have been undertaken by management over the last three years to improve the level and quality of the Group's earnings. These actions have also positioned us for growth by placing talented business teams in high growth markets and geographies, where our inherent skills can be fully leveraged to produce exceptional performance. Such actions have included the acquisition of Deuchem in Taiwan and China, the acquisition of Fancor in personal care, the reorganisation of the Chromium business and several high quality additions to our business teams. All of these actions combined to make a significant contribution to this year's excellent results and ensure the Group is well positioned for further profitable growth.

### Results

Revenues in the period were \$697.4 million compared to \$563.7 million in the previous year, which is an increase of 23 per cent after adjusting for currency and acquisitions. Operating profit in 2010 improved by 183 per cent to \$102.3 million, compared to \$36.2 million in the previous year, before exceptional items. In Specialty Products, the Group's largest business, sales volumes were well ahead of the previous year in both the first and second halves of the year, demonstrating solid underlying growth in this business. In Chromium, the 2009 restructuring exercise is already showing positive results with good earnings and cash flow improvements in the year.

Earnings per share, before exceptional items, in 2010 improved to 15.2 cents, compared to 4.3 cents in 2009. During the year the Group concluded that it should recognise the value of certain deferred tax assets relating to past losses, resulting in a tax credit of \$5.8 million. As this is a non-recurring, one-time event it has been recorded as an exceptional item in our financial statements. Basic earnings per share in 2010, including the tax credit, was 16.7 cents compared to a loss of 12.9 cents in 2009, which also included a number of one-time charges.

### Balance sheet

As a result of the Group's strong earnings and cash generation in 2010 the balance sheet has continued to strengthen and at the end of the year the ratio of net debt to EBITDA had fallen to 0.6x (2009: 1.9x). In addition, the deficit in the Group's pension schemes, as measured under IAS 19, declined by \$44.3 million to \$67.4 million at the end of the year.

Having also concluded a new four year, \$200 million bank financing facility in July 2010, the Board is very confident of the Group's ability to finance further growth.

### Dividend

In 2009 the Board decided to maintain the dividend payout at the 2008 level of 2.9 pence, despite the economic downturn, because of its confidence in the Group's strategy and ability to make rapid progress as global economies recovered. This has clearly been borne out by the excellent results reported for this year and so the Board feels it is appropriate to recommence dividend growth. The Board is therefore recommending a final dividend of 2.6 cents per share which will be paid on 3 June 2011 in pounds sterling at an exchange rate of £1=\$1.619 (equivalent to a sterling amount of 1.6 pence per share), to shareholders on the register on 6 May 2011. This brings the total return to shareholders for the year to 4.9 cents (3.1 pence), representing an increase of seven per cent over the previous year. Going forward the Board intends to continue to progress the dividend as the Group's dollar earnings and cash flow permit.

### Health, safety and the environment

I am happy to report that our activities in this important area of our business have continued to be of a high standard in 2010 with, again, no significant incidents reported by any of our businesses.

### People

The first rate results reported by the Group this year are, in no small part, the result of the efforts, dedication and skill of our people around the world. On behalf of the Board I would like to thank them all for their tremendous contribution to our success.

### Outlook

The positive momentum and market demand experienced in 2010 has continued into the early part of 2011. Even though the first half of 2010 was positively impacted by customer restocking, our revenues and margins in the early part of this year are, nevertheless, showing an improvement over the previous year and our order book is currently robust. The Board remains confident in the Group's strategy of continuing to focus on leveraging the unique characteristics of the Specialty Products business to generate further added value and growth. We are therefore confident of the Group's ability to make further good progress in 2011.



Robert Beeston  
Chairman

1 March 2011

## Annual General Meeting (“AGM”)

Explanatory notes to the Notice of Meeting

The Notice of Meeting appears on pages 6 and 7. The following information provides additional background information to several of the resolutions proposed.

### Resolutions 4 to 10: Re-election of directors

The directors decided during the year that they would adopt early the provisions of the UK Corporate Governance Code (which ordinarily would apply from the reporting year ending December 2011) concerning the annual re-election of all directors of FTSE 350 companies. Accordingly, all directors will be retiring at the AGM and offer themselves for re-election by shareholders.

During the course of 2011, four of the non-executive directors will have their appointment terms up for renewal. For three it would be re-appointment for a third three year term. The Board and the Nomination Committee have discussed the Board's succession plans and all four non-executives have indicated their willingness to be re-appointed. Following these discussions and its annual performance evaluation, the Board is satisfied that all our directors, both executives and non-executives, contribute effectively and demonstrate appropriate commitment to their role and, therefore, shareholders are asked to support their re-election at the AGM.

The following biographical information on each director is provided to shareholders for information:

#### Robert Beeston, age 69, Chairman<sup>A</sup>

Robert Beeston was appointed non-executive Chairman of Elementis and Chairman of the Nomination Committee in September 2006. He was non-executive chairman of Cookson Group plc from April 2003 to May 2010 and a non-executive director of D S Smith plc between December 2000 and December 2010, where he was the senior independent director and chairman of the remuneration committee from 2003 to 2009. From 1992 until 2002 he was chief executive officer of FKI plc. He spent 18 years with Dowty Group before joining John Brown Plastics Machinery (UK) Ltd as managing director. In 1985, he was appointed managing director of BTR Valve Group, a position he held for six years before joining FKI plc.

#### David Dutro, age 55, Group Chief Executive

David Dutro joined the Board and 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 United States and holds a Bachelor of Science degree in marketing.

#### Brian Taylorson, age 55, Finance Director

Brian Taylorson was appointed Finance Director in April 2002. Before joining Elementis he was head of 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. He holds an MA 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 is a non-executive director of Fiberweb plc.

#### Ian Brindle, age 67, Senior Independent Director<sup>A, N</sup>

Ian Brindle was appointed a non-executive director and Chairman of the Audit Committee in June 2005. He retired as Chairman of the Audit Committee in April 2008 and was appointed Senior Independent Director. He was senior partner of Price Waterhouse from 1991 to 1998 and UK chairman of PricewaterhouseCoopers until 2001. He was also a member of the Accounting Standards Board between 1992 and 2001 and the deputy chairman of the Financial Reporting Review Panel between 2001 and 2008. He is senior independent director and chairman of the audit committee of Spirent Communications plc, senior independent director also of 4imprint Group plc, a non-executive director of F&C Asset Management plc and non-executive chairman of Sherborne Investors (Guernsey) A Limited.

#### Andrew Christie, age 54, Non-executive Director<sup>A, N, R</sup>

Andrew Christie was appointed a non-executive director in August 2008 and has 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 was previously chairman and non-executive director of Ark Therapeutics Group plc and holds an MBA and a Bachelor of Science degree in engineering.

#### Chris Girling, age 57, Non-executive Director<sup>A, N, R</sup>

Chris Girling was appointed a non-executive director in April 2005 and Chairman of the Audit Committee in April 2008. He was group finance director of Carillion plc, a construction and support service group, from 1999 to 2007, and previous to that he was finance director of Vosper Thornycroft plc for ten years. He holds an MBA and is a fellow of the Institute of Chartered Accountants in England and Wales. He was appointed a non-executive director of Keller Group plc in February 2011, is chairman of the board of trustees of the Slaughter and May pension scheme and a non-executive director of ARCO Limited.

#### Kevin Matthews, age 47, Non-executive Director<sup>A, N, R</sup>

Kevin Matthews was appointed a non-executive director in February 2005 and Chairman of the Remuneration Committee in April 2008. He is chief executive officer of Isogenica Limited, a private biotechnology business based in the UK and established in 2000. Prior to that, he was CEO of Oxonica plc, a UK-based nanotechnology company, a role he held from April 2001 to September 2009, and previous to that he held roles in Rhodia Consumer Specialties Limited, Albright & Wilson UK Limited and ICI Chemicals and Polymers. He holds a D.Phil in chemistry.

#### Key to membership of committees:

- A Audit Committee
- N Nomination Committee
- R Remuneration Committee

### **Resolution 13 – 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 2012. The authority will be in respect of shares with an aggregate nominal value of £7,477,616 equal to one third of the Company's current issued share capital as at 1 March 2011, the latest practicable date prior to the printing of this document.

### **Resolution 14 – 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 15 – 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 13, 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 2012 whichever is earlier. The disapplication will permit the directors to allot shares for cash pursuant to Resolution 13, 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 1 March 2011 (being shares to an aggregate nominal value of £1,121,754), 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 13 and 15, allot shares up to more than 7.5 per cent of the Company's issued capital in the preceding three year period.

### **Resolution 16 – 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 2012. 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 44,870,185 ordinary shares, representing 10 per cent of the Company's

issued share capital as at 1 March 2011, 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 16, between the date the resolution is passed and until the Company's next AGM or, if earlier, until 30 June 2012. Were the Company within the period described to cancel the shares so purchased, or transfers or disposes of them in any other way or for whatever, or in connection with any other, purpose, the limits of the authority, in terms of the number of shares authorised to be purchased under Resolution 16, 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 2011 was approximately 15,000,000. This equals, in number, 3.34 per cent of the Company's issued shares at that date. If the proposed share purchase authority were to be exercised in full, those 15,000,000 shares would represent 3.71 per cent of the issued shares as reduced by the share purchases. As at 1 March 2011, the latest practicable date prior to the printing of this document, the Company was authorised to make market purchases of up to 44,812,286 ordinary shares pursuant to an ordinary resolution passed at the 2010 AGM on substantially the same terms as those set out in Resolution 16.

### **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 during normal business hours on any weekday (Saturdays excepted) until 21 April 2011 at the Company's registered office: copies of the Directors' service contracts, contracts of indemnity and letters of appointment.

These documents will also be available for inspection at The City Presentation Centre, 4 Chiswell Street, London EC1Y 4UP for not less than 15 minutes prior to and during the Annual General Meeting.

## Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Fourteenth ANNUAL GENERAL MEETING of the Company will be held at The City Presentation Centre, 4 Chiswell Street, London EC1Y 4UP on Thursday 21 April 2011 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 2010 and the report of the auditors thereon.
2. To declare a final dividend on the ordinary shares.
3. To approve the Directors' Remuneration Report for the year ended 31 December 2010.
4. To re-elect Robert Beeston as a Director of the Company.
5. To re-elect David Dutro as a Director of the Company.
6. To re-elect Brian Taylorson as a Director of the Company.
7. To re-elect Ian Brindle as a Director of the Company.
8. To re-elect Andrew Christie as a Director of the Company.
9. To re-elect Chris Girling as a Director of the Company.
10. To re-elect Kevin Matthews as a Director of the Company.
11. To re-appoint KPMG Audit Plc as auditors.
12. To authorise the Directors to determine the remuneration of the auditors.

### Special business

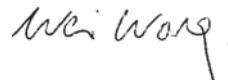
To consider and, if thought fit, pass the following resolutions of which Resolution 13 will be proposed as an ordinary resolution and Resolutions 14 to 16 will be proposed as special resolutions.

13. 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 £7,477,616 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 2012.
14. 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.
15. 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 £1,121,754 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 2012;
  - (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.

16. That the authority conferred on the Company at the Thirteenth Annual General Meeting to make market purchases (as defined in Section 690 of the 2006 Act) 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 44,870,185;
- (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 2012, 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  
22 March 2011

Registered office:  
10 Albemarle Street  
London W1S 4HH

# Notice of Annual General Meeting

continued

## Notes

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 19 April 2011, 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 Equiniti Limited, Aspect House, Lancing, West Sussex BN99 6GG by 11.00 a.m. on 19 April 2011 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 two 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 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 1 March 2011 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 448,701,853 ordinary shares of 5p each, all carrying one vote each, and (ii) the total voting rights in the Company were 448,701,853.
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/CREST](http://www.euroclear.com/CREST)). 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 19 April 2011. 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 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.

## Information for Shareholders

### Internet

The Group operates a website which can be found at [www.elementisplc.com](http://www.elementisplc.com). This site is frequently updated to provide you 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  
Telephone: 0871 384 2379 or +44 (0) 121 415 7043  
Facsimile: 0871 384 2100 or +44 (0) 190 369 8403  
Website: [www.shareview.co.uk](http://www.shareview.co.uk)

Calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines open 8.30am to 5.30pm, 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

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

Shareholders using this service to obtain details of their shareholdings are required to enter their name, postcode and shareholder reference number which can be found on correspondence from the registrars and also on share certificates.

### Share dealing service

A low cost, execution-only share dealing service for the purchase and sale of Elementis plc shares is available from NatWest Stockbrokers. NatWest Stockbrokers is authorised and regulated by the Financial Services Authority and is a member of the London Stock Exchange and PLUS. For details, please contact:

### NatWest Stockbrokers

Premier Place  
2½ Devonshire Square  
London EC2M 4BA  
Telephone: 0808 208 4433

## Corporate information

### Company Secretary

Wai Wong

### Registered office

10 Albemarle Street  
London W1S 4HH

### Registered number

3299608

### Auditors

KPMG Audit Plc

### Joint Corporate Brokers

RBS Hoare Govett Limited  
Brewin Dolphin Ltd

### Financial Calendar

1 March 2011	Preliminary announcement of final results for the year ended 31 December 2010
21 April 2011	Annual General Meeting and First Interim Management Statement
4 May 2011	Ex-dividend date for final dividend for 2010 payable on ordinary shares
6 May 2011	Record date for final dividend for 2010 payable on ordinary shares
3 June 2011	Payment of final dividend for 2010 on ordinary shares
2 August 2011*	Interim results announcement for the half year ending 30 June 2011
7 September 2011*	Ex-dividend date for interim dividend for 2011 payable on ordinary shares
9 September 2011*	Record date for interim dividend for payable 2011 on ordinary shares
7 October 2011*	Payment of interim dividend for 2011 on ordinary shares
28 October 2011*	Second Interim Management Statement
28 February 2012*	Preliminary announcement of final results for the year ending 31 December 2011

\* Provisional date