

**The Companies Acts**

**Special Resolutions  
of  
Elementis plc**

At the Annual General Meeting of the Company duly convened and held on 26 April 2012 the following special resolutions were passed:

15 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.

16 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 £1,124,874 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 2013;

(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.

17 That the Company be generally and unconditionally authorised to make market purchases (as defined in Section 693 of the 2006 Act) of ordinary shares of 5 pence each in the capital of the Company be hereby renewed provided that:

(a) the maximum number of Ordinary Shares hereby authorised to be purchased is 44,994,962;

(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 middle market price for such share as derived from the Daily Official List of the London Stock Exchange for the five business days immediately preceding the date on which the Company agrees to purchase the shares concerned;

(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 2013, 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.

  
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**Wai Wong**  
**Company Secretary**