

NOTICE OF MEETING 2013

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

21 March 2013

Dear Shareholder

Notice of Annual General Meeting to be held on 25 April 2013

I am writing to give you notice of the Company's Annual General Meeting ("AGM") that is to be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on Thursday 25 April 2013 at 11.00 a.m.

The following items are also included in this document:

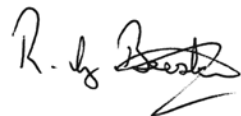
- the "Highlights" and "Chairman's statement" sections extracted from the 2012 Annual Report and Accounts;
- an explanation of certain resolutions at the AGM;
- a summary of the proposed changes to the Company's Articles of Association which shareholders are also asked to approve at the AGM; and
- a Proxy Form.

Shareholders who have elected to receive printed copies of documents that we provide to shareholders will also find enclosed a printed copy of the 2012 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 2012 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 11.00 a.m. on 23 April 2013. 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

2 HIGHLIGHTS

Group earnings per share increased by 12.0 per cent*

Operating margin* improved to 19.0 per cent (2011: 18.0 per cent)

Resilient performance in Specialty Products

- Constant currency sales up 4 per cent; operating profit* up 3 per cent
- Investing in growth
 - New plant commissioned; new technical facilities; acquisition in Brazil

Solid performance in Chromium

- Robust earnings and strong cash flow

Excellent cash generation

- Net cash position increased to \$44.0 million

Final ordinary dividend increased by 14 per cent, full year up 11 per cent

First payment announced under special dividend programme, proposing to distribute 50 per cent of year end net cash

FINANCIAL SUMMARY

	2012	2011	Change
Sales	\$757.0m	\$760.5m	
Operating profit	\$143.9m	\$137.1m*	+5%
Profit before tax	\$141.2m	\$134.5m*	+5%
Diluted earnings per share	23.3c	20.8c*	+12%
Net cash	\$44.0m	\$26.2m	+68%
Profit for the year	\$107.1m	\$124.1m**	
Basic earnings per share	23.7c	27.8c**	
Dividends to shareholders:			
– Interim dividend	2.45c	2.34c	+5%
– Final proposed	5.32c	4.66c	+14%
– Total ordinary dividend	7.77c	7.00c	+11%
– Special dividend	4.79c	–	

* before exceptional items, all of which relate to 2011

** includes one-time gain from recovery of funds from EU commission

CHAIRMAN'S STATEMENT

I am pleased to report another year of excellent progress at Elementis. As has been widely documented, the economic environment remained challenging in 2012 and continues to test the resilience of our strategy and business model. It is therefore gratifying to report that we have yet again delivered improvements in earnings and operating margin in the year.

The well invested and cash generative nature of our businesses means that we have been able to make further value added investments and yet still increase the amount of net cash on our balance sheet in 2012 by \$17.8 million, to a total of \$44.0 million at the end of the year. As a result the Board is recommending the first distribution under the recently announced special dividend programme.

The Group has continued to benefit from its strategy of investing in Specialty Products, where opportunities are plentiful and prospective returns are high, funding this investment through the positive cash flow generated by this business and the stable earnings and cash flow from the Chromium business. The period has seen several exciting investments in Specialty Products, and already in 2013 we have announced the acquisition of Hi-Mar, further expanding our product offering and technical service in the area of defoamers. These investments will further enhance the growth prospects and resilience of both Specialty Products and the Group as a whole.

Group revenues in 2012 were \$757.0 million compared to \$760.5 million in the previous year, with Specialty Products and Chromium both showing revenue growth, while the Surfactants business continued to reduce revenue in low margin activities in line with its strategy. Group operating profit* increased by 5 per cent to \$143.9 million, or 7 per cent on a constant currency basis, and operating margin* increased from 18.0 per cent in 2011 to 19.0 per cent in the year. Diluted earnings per share* improved by 12 per cent to 23.3 cents per share.

Balance sheet

The Group continues to be in a robust financial position and has a balance sheet that provides a strong platform to fund future growth. During the year a new funding plan was agreed with the trustees of the Group's UK pension plan that will finance the agreed funding deficit over the next six years. Under the new plan the Group will make affordable contributions that strike the right balance between meeting our commitments under the plan, while supporting our growth, and providing appropriate returns to our shareholders and other stakeholders. Under IAS 19 the total deficit in the Group's retirement plans at the end of 2012 was \$136.0 million, compared to \$94.8 million in the previous year. This increase is largely due to decreases in real bond yields during the year.

Ordinary dividend

The Board is recommending a final dividend of 5.32 cents (2011: 4.66 cents) per share which will be paid on 31 May 2013 in pounds sterling at an exchange rate of £1=\$1.5266 (equivalent to a sterling amount of 3.4849 pence per share), to shareholders on the register on 3 May 2013. This brings the total ordinary dividend to shareholders for the year to 7.77 cents (2011: 7.00 cents), representing an increase of 11 per cent over the previous year. Going forward the Board intends to maintain a progressive ordinary dividend policy as the Group's dollar earnings and cash flow permit.

Special dividend

Following a review of the Group's capital in the year the Board announced that it intended to institute a special dividend programme to provide shareholders with an enhanced return, in recognition of the strong cash generative nature of the Group. Under this programme, at any year end when the Group is in a net cash position and there are no immediate investment plans for that cash, the Board will recommend an additional special dividend of up to 50 per cent of the net cash

amount. The Board is confident in the Group's ability to continue to fund growth investments, similar to those made in 2012, from internally generated cash flow. The Board has therefore concluded that it would be appropriate to distribute the full 50 per cent of the net cash balance at the end of 2012 as a special dividend. The amount of this special dividend will therefore be \$22 million, or 4.79 cents per share (equivalent to a sterling amount of 3.1377 pence per share), and will be paid under the same terms and exchange rate as the ordinary dividend, bringing the combined dividend for the full year to 12.56 cents per share.

Health, safety and the environment

Our performance in this important area of our business continues to be of a high industry standard and showed an improvement over the previous year. Nevertheless, we remain extremely vigilant in monitoring and continuously improving our processes and activities that impact upon the safety of our employees and the environment.

Corporate governance

Your Board remains committed to maintaining high standards of corporate governance and is satisfied that the Company has complied fully with all of the relevant provisions of the UK Corporate Governance Code (June 2010 version) ("CGC") throughout the financial year ended 2012. In my introduction to the corporate governance report for 2012, I set out how your Board has applied the main principles in the CGC relating to the role and effectiveness of the Board.

The Board welcomes the changes that have been made to the UK Corporate Governance Code (September 2012 version) and is confident that the Company will comply fully with these new provisions during 2013.

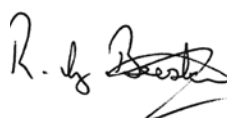
As previously reported, a recruitment process is underway that should lead to changes being made to the Board during the course of 2013. Two additional directors will be appointed to replace Chris Girling and Kevin Matthews, who will be retiring towards the end of the year. Both individuals have served as Non-executive directors since 2005. Chris Girling is Chairman of the Audit Committee and it is planned that this role will be taken over by one of the two new appointees after a period of induction and handover. Kevin Matthews is Chairman of the Remuneration Committee and he will be succeeded in this role by current Board member Andrew Christie. The Board is mindful of the benefits of gender diversity on boards and has taken these factors into consideration in the recruitment process. All Board changes will be announced at the appropriate time.

People

Our progress and successes are only possible through the significant efforts and dedication of our employees around the world. I would therefore like to thank and congratulate them on behalf of the Board for yet another year of notable achievements.

Outlook

The resilient performance demonstrated by the Group in 2012, combined with new investments in Specialty Products, are further evidence that Elementis is adopting the right strategy to drive profitable growth and create value for shareholders and other stakeholders. The Board is therefore confident that the Group can continue to make progress in the medium term.



Robert Beeston
Chairman

26 February 2013

* before exceptional items, all of which relate to 2011

4 ANNUAL GENERAL MEETING ("AGM")

Explanatory notes to the Notice of Meeting

The Notice of Meeting appears on pages 7 to 9. The following information provides additional background information to several of the resolutions proposed.

Resolutions 2 & 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 2012 and the second, the payment of a special dividend for 2012. Full details of the final and special dividends are set out in the Chairman's statement on page 3.

Resolutions 4 to 10: Re-election of directors

In accordance with the provisions of the UK Corporate Governance Code concerning the annual re-election of all directors of FTSE 350 companies, all the directors will be retiring at the AGM and offer themselves for re-election by shareholders.

During 2012, the Chairman was re-appointed for a third three year term. The Board and the Nomination Committee have discussed the Board's succession plans and all non-executives directors, including the Chairman, have indicated their willingness to be re-appointed. Following these discussions and its annual performance evaluation, the Board is satisfied that all our directors, both executives and non-executives, contribute effectively and demonstrate appropriate commitment to their role and, therefore, shareholders are asked to support their re-election at the AGM.

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

Robert Beeston, Chairman – N (c)

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, Group Chief Executive

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

Brian Taylorson, 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 was a non-executive director of Fiberweb plc between September 2006 and August 2012.

Ian Brindle, Senior Independent Director – A, N

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, a non-executive director of F&C Asset Management plc and non-executive chairman of Sherborne Investors (Guernsey) A Limited and Sherborne Investors (Guernsey) B Limited. From October 2003 to June 2012, he was a non-executive director of 4imprint Group plc where he was also the senior independent director.

Andrew Christie, Non-executive director – A, N, R

Andrew Christie was appointed a non-executive director in August 2008 and has over 25 years of investment banking and international corporate finance experience. He is a partner of Smith Square Partners LLP, a corporate finance advisory firm, and before that was, until March 2008, a UK managing director in the European Investment Banking Group at Credit Suisse. In his prior role at Credit Suisse, he was head of Investment Banking, Asia Pacific, based in Hong Kong and, before that, held the same position with Barclays de Zoete Wedd. He 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, Non-executive director – A (c), N, R

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 is a non-executive director of Keller Group plc, Workspace Group plc and ARCO Limited, and chairman of the board of trustees of the Slaughter and May pension scheme.

Kevin Matthews, Non-executive director – A, N, R (c)

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 is a non-executive director of Cellectricon AB, a Swedish private biotechnology business, and holds a D.Phil in chemistry.

Key to membership of committees:

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

Resolution 14 – 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 2014. The authority will be in respect of shares with an aggregate nominal value of £7,559,534 equal to one third of the Company's current issued share capital as at 26 February 2013, the latest practicable date prior to the printing of this document.

Resolution 15 – Adoption of new Articles of Association

This special resolution is to approve the adoption of new Articles of Association (the "New Articles"). The directors are recommending changes to the existing Articles of Association of the Company (the "Articles") to take into account and reflect updates in corporate governance best practice that have taken place since the Articles were adopted at the 2009 AGM. It is proposed to make these changes by adopting the New Articles in place of the existing Articles rather than amending the text of the existing Articles, which would require the full text of all amendments to be set out in the Notice of Meeting. However, the full text of the amendments will be available for inspection as explained below.

The main changes are summarised below in this document on page 6.

Other changes, which are either minor, technical, drafting or clarifying changes, have not been highlighted below.

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 AGM, 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 17 – 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 14, 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 2014, whichever is earlier. The disapplication will permit the directors to allot shares for cash pursuant to Resolution 14, 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 26 February 2013 (being shares to an aggregate nominal value of £1,133,930), 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 14 and 17, allot shares up to more than 7.5 per cent of the Company's issued capital in the preceding three year period.

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 2014. 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 45,357,205 ordinary shares, representing 10 per cent of the Company's issued share capital as at 26 February 2013, 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 2014. 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 26 February 2013 was approximately 11,100,000. This equals, in number, 2.45 per cent of the Company's issued shares at that date. If the proposed share purchase authority were to be exercised in full, those 11,100,000 shares would represent 2.72 per cent of the issued shares as reduced by the share purchases. As at 26 February 2013, the latest practicable date prior to the printing of this document, the Company was authorised to make market purchases of up to 44,994,962 ordinary shares pursuant to an ordinary resolution passed at the 2012 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 available for inspection

The following documents will be available for inspection from the date of this Notice of Meeting during normal business hours on any weekday (Saturdays excepted) until 25 April 2013 at the Company's registered office:

1. the proposed changes to the Company's Articles of Association; and
2. the directors' service contracts, contracts of indemnity and letters of appointment.

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

6 SUMMARY OF KEY CHANGES TO THE COMPANY'S ARTICLES OF ASSOCIATION

This summary explains the principal changes from the existing Articles of Association to the proposed new Articles of Association. The proposed changes reflect updates in corporate governance best practice, as well as some minor, technical, drafting or clarifying changes.

In particular, the proposed changes relate to:

- The alteration of the voting procedures. All resolutions, other than those of a procedural nature, shall be determined by a poll, rather than by a show of hands. This is considered best practice, and should reduce the duration of the formal voting process.
- The removal of the Chairman's right to a casting vote at general meetings (which is no longer permitted by law).
- The alteration of the provisions regarding retirement of directors. Each director will be required to retire and stand for re-election annually in accordance with corporate governance requirements.
- The increase of the maximum limit for directors' remuneration to an aggregate of £750,000 per annum. This amount has not been increased since the Company was formed in 1997. The Board has no current plans to increase the amount of directors' fees, but the increase is considered appropriate to facilitate any future appointment of non-executive directors, particularly in the light of the Board's current succession plans.
- The deletion of the Company's Memorandum of Association, the provisions of which would be considered part of the Articles of Association by operation of law. This relates in particular to the Company's objects clause, which has little practical effect or meaning due to changes in company law.

NOTICE OF ANNUAL GENERAL MEETING

7

NOTICE IS HEREBY GIVEN that the Sixteenth ANNUAL GENERAL MEETING of the Company will be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on Thursday 25 April 2013 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 2012 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 2012.
3. To approve the directors' Remuneration Report for the year ended 31 December 2012.
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 Resolutions 13 and 14 will be proposed as ordinary resolutions and Resolutions 15 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 2012.
14. 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 £7,559,534 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 2014.
15. That:
 - (a) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 of the 2006 Act, are to be treated as provisions of the Company's Articles of Association; and
 - (b) the Articles of Association produced to the meeting and initialled by the Chairman of the Meeting for the purpose of identification be adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association.
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:

(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 £1,133,930 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 2014;

(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.

18. That the authority conferred on the Company at the Fifteenth Annual General Meeting to make market purchases (as defined in Section 693 of the 2006 Act) of ordinary shares of 5 pence each in the capital of the Company be hereby renewed provided that:

(a) the maximum number of Ordinary Shares hereby authorised to be purchased is 45,357,205;

(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 2014, 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
21 March 2013

Registered office:
10 Albemarle Street
London W1S 4HH

8 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 23 April 2013, 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 11.00 a.m. on 23 April 2013 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**. 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.

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 of Meeting is sent who is currently nominated by a member of the Company to enjoy information rights under Section 146 of the 2006 Act (a "nominated person") may have a right under an agreement between him/her and such member to be appointed, or to have someone else appointed, as a proxy for the meeting. If he/she has no such right or does not wish to exercise it, he/she may have a right under such an agreement to give instructions to the member concerned as to the exercise of voting rights. The statement in note 2 above of the rights of a member in relation to the appointment of proxies does not apply to a nominated person. Such rights can only be exercised by the member concerned.
5. As at 26 February 2013 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 453,572,053 ordinary shares of 5 pence each, all carrying one vote each, and (ii) the total voting rights in the Company were 453,572,053.
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**). 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 23 April 2013. After this time any change of instruction to a proxy appointed through the CREST system should be communicated to the appointee through other means. The time of the message's receipt will be taken to be when (as determined by the timestamp applied by the CREST Applications Host) the issuer's agent is first able to retrieve it by enquiry through the CREST system in the prescribed manner.

7. Euroclear does not make available special procedures in the CREST system for transmitting any particular message. Normal system timings and limitations apply in relation to the input of CREST proxy appointment instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or a CREST sponsored member or has appointed any voting service provider, to procure that his CREST sponsor or voting service provider(s) take(s)) such action as is necessary to ensure that a message is transmitted by means of the CREST system by any particular time. CREST members and, where applicable, their CREST sponsors or voting service providers should take into account the provisions of the CREST Manual concerning timings as well as its section on "Practical limitations of the system". In certain circumstances the Company may, in accordance with the Uncertificated Securities Regulations 2001 or the CREST Manual, treat a CREST proxy appointment instruction as invalid.
8. In accordance with Section 311A of the 2006 Act, the contents of this Notice of Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice of Meeting will be available on the Company's website at **www.elementisplc.com/investors/agm-information**.
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.

10 SHAREHOLDER SERVICES

Internet

The Group operates a website which can be found at **www.elementisplc.com**. This site is frequently updated to provide shareholders with information about the Group and each of its operating divisions. In particular the Group's press releases and announcements can be found on the site together with copies of the Group's accounts.

Registrars

Enquiries concerning shares or shareholdings, such as the loss of a share certificate, consolidation of share certificates, amalgamation of holdings or dividend payments, should be made to the Company's registrars:

Equiniti Limited

Aspect House
Spencer Road
Lancing
West Sussex
BN99 6DA

Tel: 0871 384 2379 or +44 (0) 121 415 7043

Fax: 0871 384 2100 or +44 (0) 190 83 3113

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

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

In any correspondence with the registrars, please refer to Elementis plc and state clearly the registered name and address of the shareholder. Please notify the registrars promptly of any change of address.

Payment of dividends

It is in the best interests of shareholders and the Company for dividends to be paid directly into bank or building society accounts. Any shareholder who wishes to receive dividends in this way should contact the Company's registrars to obtain a dividend mandate form.

Registrars' text phone

For shareholders with hearing difficulties:

Callers inside the UK telephone: 0871 384 2255

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

Web-based enquiry service

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

Company Secretary

Wai Wong

Registered office

10 Albemarle Street
London W1S 4HH, UK

Registered number

3299608

Auditors

KPMG Audit plc

Joint Corporate Brokers

UBS Investment Bank
N+1 Singer

Financial Calendar

26 February 2013	Preliminary announcement of final results for the year ended 31 December 2012
25 April 2013	Annual General Meeting and First Interim Management Statement
1 May 2013	Ex-dividend date for final and special dividends for 2012 payable on ordinary shares
3 May 2013	Record date for final and special dividends for 2012 payable on ordinary shares
31 May 2013	Payment of final and special dividends for 2012 on ordinary shares
30 July 2013	Interim results announcement for the half year ending 30 June 2013
4 September 2013*	Ex-dividend date for interim dividend for 2013 payable on ordinary shares
6 September 2013*	Record date for interim dividend for 2013 payable on ordinary shares
4 October 2013*	Payment of interim dividend for 2013 on ordinary shares
31 October 2013*	Second Interim Management Statement
25 February 2014*	Preliminary announcement of final results for the year ending 31 December 2013

* provisional date

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