

Please detach and retain this section.

Admission card

ELEMENTIS

Annual General Meeting of Elementis plc 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.

Kindly note: this form is issued only to the addressee(s) and is specific to the unique designated account printed hereon. This personalised form is not transferable between different account holders or uniquely designated accounts. Elementis plc and Equiniti Limited accept no liability for any instruction that does not comply with these conditions.



Please bring this admission card with you and present it at the registration desk if you are attending the Annual General Meeting. The address of the venue and a map is provided overleaf.

Please read the explanatory notes overleaf and the notes accompanying the Notice of Meeting for full instructions.

DETACH HERE

| | | | | |
|---|----------------------|----------------------|-------------------------------------|---|
| + | Voting ID | Task ID | Shareholder Reference Number | + |
| | <input type="text"/> | <input type="text"/> | <input type="text"/> | <input type="text" value="1387-064-S"/> |

(Please indicate your vote by marking an 'X' in the appropriate boxes)



You can vote electronically at www.sharevote.co.uk using the above numbers. Please detach and post this section.

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 |
| <input type="text"/> | <input type="text"/> |

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

| Resolutions | For | Against | Vote withheld |
|---|--------------------------|--------------------------|--------------------------|
| Ordinary business | | | |
| 1. To receive and adopt the directors' and auditors' reports and audited accounts for 2013. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2. To declare a final dividend on the ordinary shares, as recommended by the directors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3. To approve the DRR* (excluding the remuneration policy report). | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4. To approve the remuneration policy report within the DRR*. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5. To elect as a director Andrew Duff. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6. To elect as a director Anne Hyland. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7. To re-elect as a director Ian Brindle. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8. To re-elect as a director David Dutro. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9. To re-elect as a director Brian Taylorson. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10. To re-elect as a director Andrew Christie. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11. To re-elect as a director Kevin Matthews. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12. To appoint KPMG LLP as auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13. To authorise the directors to determine the remuneration of the auditors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| Special business | | | |
| 14. To declare a special dividend on the ordinary shares, as recommended by the directors. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15. To renew the directors' authority to allot shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. **To approve the holding of general meetings at 14 clear days' notice. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. **To dis-apply statutory pre-emption rights on the allotment of shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. **To renew the Company's authority to purchase its own shares in the market. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

* DRR – Directors' remuneration report for 2013

** Special Resolution

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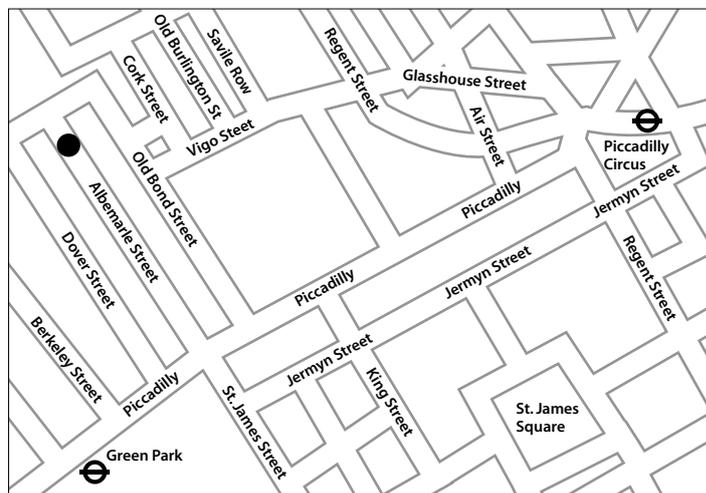
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Explanatory notes to Form of proxy

(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.



● **Venue address**
The Royal Institution
of Great Britain
21 Albemarle Street
London W1S 4BS

Ⓜ **London Underground**
The venue is just a
few minutes' walk from
Green Park and Piccadilly
tube stations.