

Notice of Meeting 2014

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

20 March 2014

Dear Shareholder

Notice of Annual General Meeting to be held on 24 April 2014

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 24 April 2014 at 11.00 a.m.

The following items are also included in this document:

- the 'Highlights' and 'Chairman's statement' sections extracted from the 2013 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 2013 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 2013 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 22 April 2014. 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



Ian Brindle
Chairman

Highlights

Group earnings per share increased by 6 per cent to 23.0 cents per share.

Strong growth in Specialty Products:

- Sales and operating profit* up 10 per cent.
- Double digit sales growth in Personal Care and Oilfield drilling.

Another year of excellent cash generation:

- Net cash position increased to \$54.1 million.

Total dividends for the year increased by 11 per cent to 13.93 cents per share:

- Special dividend increased by 22 per cent.

Financial summary

	2013	2012 restated**	change
Sales	\$776.8m	\$757.0m	+ 3%
Operating profit	\$146.6m*	\$143.9m	+ 2%
Profit before tax	\$136.0m*	\$133.4m	+ 2%
Diluted earnings per share	23.0c	21.8c	+ 6%
Operating cash flow	\$143.9m	\$117.2m	+ 23%
Net cash	\$54.1m	\$44.0m	+ 23%
Profit for the year	\$106.7m	\$100.3m	
Basic earnings per share	23.3c	22.2c	
Dividend to shareholders:			
– Interim dividend	2.57c	2.45c	+ 5%
– Final proposed	5.50c	5.32c	+ 3%
– Special dividend	5.86c	4.79c	+ 22%
– Total for the year	13.93c	12.56c	+ 11%

* before exceptional items

** restated following the adoption of revised IAS 19 Employee Benefits standard

Chairman's statement

In 2013 Elementis achieved another year of earnings growth and good progress. The main focus of our growth strategy remains the Specialty Products business and so it is gratifying to report that both sales and operating profit* in that business grew by 10 per cent in the year. This is all the more impressive when considered against the background of a challenging economic environment. The nature of this growth provides further evidence of the diversity and resilience of our business model and the progress that has been made in implementing our strategy. All of the main market segments and geographies making up the Specialty Products business contributed to the growth, driven by market share gains, new product launches and strategic acquisitions while at the same time operating margins were maintained, demonstrating the inherent quality of the business.

Cash flow generation continued to be a strong feature of the Group's performance in 2013. The balance sheet net cash position at the end of the year increased by \$10.1 million over the previous year to \$54.1 million, despite paying \$33.0 million for the Hi-Mar acquisition and making the first special dividend payment of \$22.0 million.

Group revenues in 2013 were \$776.8 million compared to \$757.0 million in the previous year supported by the good growth in Specialty Products. As previously reported, Chromium sales were impacted by the timing of a maintenance shutdown in the early part of the year. Operating profit* was \$146.6 million compared to \$143.9 million in the previous year and Group operating margin* was stable across the two years at 19 per cent. Diluted earnings per share improved by 6 per cent to 23.0 cents per share.

Balance sheet

The Group continues to be in a robust financial position with net cash on the balance sheet at the year end, providing an appropriate platform to support future growth. During the year the Group refinanced its main borrowing facilities, agreeing a new \$100 million facility for 5 years on improved terms with a syndicate of US, European and Asian banks.

The deficit on Group retirement schemes, under IAS 19, also declined during the year from \$137.4 million to \$99.3 million, due to a combination of favourable asset returns, Company contributions and increases in real bond yields, further improving the balance sheet.

Dividends

The Board is continuing with the dividend strategy announced in 2012, which is to pay out approximately one third of earnings, before exceptional items, each year in a combination of interim and final dividends. In addition a special dividend is paid each year of up to 50 per cent of the net cash balance at the year end, provided there are no immediate investment plans for that cash. Consequently, the Board is recommending a final dividend for 2013 of 5.50 cents per share (2012: 5.32 cents) and a special dividend of 5.86 cents per share or \$27.1 million (2012: 4.79 cents or \$22.0 million). These will be paid on 30 May 2014 in pounds sterling at an exchange rate of £1 = \$1.6674 (equivalent to a sterling amount of 6.8130 pence per share), to shareholders on the register on 2 May 2014. This brings the total dividends for the year to 13.93 cents per share (2012: 12.56 cents), representing an increase of 11 per cent over the previous year.

Health, safety and the environment

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

Board changes

We stated this time last year that we would be making changes to the Board during 2013, as part of our succession planning programme. Consequently, we welcomed Anne Hyland to the Board in June who replaced Chris Girling as Chairman of the Audit Committee when he retired at the end of July. On behalf of the Board, I would like to thank Chris for his financial guidance, pragmatic approach and excellent contribution over the years.

Your Chairman Robert Beeston decided to retire at the end of July for personal reasons. Robert was Chairman for just under seven years and led the Board through a period in which the Company experienced significant positive change and the foundations of its growth strategy were laid. On behalf of the Board, I would like to express my sincere thanks to Robert for his leadership and wise counsel over the years. As a consequence of this development, we decided that further Board appointments would be put on hold until a new Chairman had been appointed.

In January of this year, we were delighted to announce the appointment of Andrew Duff as Deputy Chairman and Chairman-Designate, effective from 1 April 2014. The Board succession programme will continue under Andrew's chairmanship.

During 2014 Kevin Matthews and I will have served on the Board for more than nine years but, subject to shareholder support, we intend to continue in office for another year in the current period of Board transition. Kevin Matthews' appointment was renewed in February for another year and my appointment will also be renewed for another year in June. We will both retire and stand for re-election at the AGM in April. Whilst Kevin and I can no longer be considered independent under the UK Corporate Governance Code once nine years have been served, we will both continue to exercise the independent judgement which will provide continuity and stability to the Board during the process of change.

The Board's process of refreshing its composition will continue this year.

Governance


The Board considers that it has applied all the principles and provisions of the Corporate Governance Code in 2013. Further information about this and other aspects of our governance arrangements are set out in the Corporate governance report.

People

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

Outlook

The positive results and significant progress made by the Group in 2013, combined with a strong financial position, are further evidence that the Group is adopting the right strategy and has the appropriate resources to drive profitable growth and create value for all its stakeholders. The Board is therefore confident that the Group will continue to make progress.



Ian Brindle
Chairman

25 February 2014

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 information to a number of the resolutions proposed.

Resolutions 2 & 14 – 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 2013 and the second, the payment of a special dividend for 2013. Full details of the final and special dividends are set out in the Chairman's statement on page 3.

Resolutions 3 & 4 – Directors' remuneration report

Resolution 3 will be proposed as an advisory vote which means the outcome will not be binding on the Company. Resolution 4, however, is subject to a binding vote. If passed, it means that all payments and awards to directors, from the date of passing, must be made in accordance with the remuneration policy report until such time as a new remuneration policy report has been approved by shareholders.

Resolutions 5 to 11 – Election/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. 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-elected. 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 election/re-election at the AGM.

In addition, Andrew Duff (see biography below) will be standing for election by shareholders at the AGM. He will become Chairman at the conclusion of the AGM when Ian Brindle will revert to his role as the Senior Independent Director. Further comments about Board changes are contained in the Chairman's statement on page 3.

Shareholders may find the biographical information provided below useful to help them understand how a director's background or experience shapes or influences the contribution he or she makes to the operation and effectiveness of the Board and should assist shareholders in assessing the skills and experience of the Board, as a whole, when determining how to vote on these resolutions at the AGM.

Andrew Duff, Non-executive director N (from 1 April 2014)

Andrew Duff joins the Board as a non-executive Deputy Chairman and Chairman-Designate on 1 April 2014. He will become non-executive Chairman and Chairman of the Nomination Committee on 24 April 2014, following the conclusion of the AGM. He has been non-executive chairman of Severn Trent PLC, the FTSE 100 water and waste treatment services company, since July 2010 and was a non-executive director of Wolseley plc, the international plumbing and building materials company, between 2004 and December 2013, where he was also the senior independent director and chairman of the remuneration committee. From 2003 until 2010, he was chief executive officer of npower, the successor entity to Innogy plc which in 2000 was demerged from and restructured then sold by National Power to RWE, the German electricity and gas company, where he was also a member of the group executive committee. Before that he spent 16 years at BP in marketing, strategy and oil trading. He joined National Power in 1998 as general manager, trading. He holds a BSc (Honours) degree in mechanical engineering and is a member of the CBI President's Committee, trustee of Macmillan Cancer Support and Earth Trust and a fellow of the Energy Institute.

Anne Hyland, Non-executive director A (c), N, R

Anne Hyland was appointed a non-executive director on 1 June 2013 and Chairman of the Audit Committee on 1 August 2013. Between 2002 and June 2013, she was CFO and company secretary of FTSE-listed Vectura Group plc.

She stood down from that role in June 2013. Prior to Vectura, she held a number of senior finance positions (including director of corporate finance) at then FTSE 100 Celltech Group plc, Medeva plc and KPMG. She is a Chartered Accountant (FCA), a Corporate Tax Adviser (CTA – AITI) and holds a degree in business studies from Trinity College, Dublin. She is also a trustee of the charity Sustrans which campaigns for national cycling networks in the UK.

Ian Brindle, Chairman A, N (c)

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 became Chairman of the Board on 1 August 2013 and following the conclusion of the AGM he will continue as the 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. He was non-executive chairman of Sherborne Investors (Guernsey) A Limited and Sherborne Investors (Guernsey) B Limited, a non-executive director of 4imprint Group plc from October 2003 to June 2012, where he was also the senior independent director, and a non-executive director of F&C Asset Management plc from February 2011 to May 2013.

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 and 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 finance positions over a period of 17 years, living and working in several countries including the UK, South Africa, Switzerland, Canada and the US. He holds an MA degree in engineering 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.

Andrew Christie, Non-executive director A, N, R (c)

Andrew Christie was appointed a non-executive director in August 2008 and Chairman of the Remuneration Committee on 1 October 2013. He 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 is a non-executive director of Helios Underwriting plc and holds an MBA and a Bachelor of Science degree in engineering.

Kevin Matthews, Non-executive director A, N, R

Kevin Matthews was appointed a non-executive director in February 2005 and served as Chairman of the Remuneration Committee from April 2008 until the end of September 2013. 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 Cellecticon AB, a Swedish private biotechnology business, and holds a D.Phil in chemistry.

Key to membership of committees:

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

Resolution 12 – Appointment of auditors

At each general meeting at which accounts are laid before the shareholders, the Company is required to appoint auditors to hold office until the conclusion of the next such meeting. The Audit Committee has reviewed the effectiveness, independence and objectivity of the external auditors, KPMG, and concluded that the external auditors continue to be effective. Consequently, the Board is recommending the reappointment of KPMG as auditor.

However, KPMG Audit plc has instigated an orderly wind down of business and has notified the Company that they are not seeking reappointment. KPMG LLP, an intermediate parent, will immediately be seeking appointment as statutory auditor. It is proposed that they are appointed auditors of the Company and will hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company's shareholders.

As an auditor ceasing to hold office, KPMG Audit plc has, in accordance with the Companies Act, provided the Company with a 'statement of circumstances' confirming that it is ceasing to hold office as auditor of the Company. A copy of the statement is set out on page 6.

Resolution 15 – 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 2015. The authority will be in respect of shares with an aggregate nominal value of £7,647,182, equivalent to one third of the Company's current issued share capital as at 25 February 2014, the latest practicable date prior to the printing of this document.

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 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 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 15, 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 2015, whichever is earlier. The disapplication will permit the directors to allot shares for cash pursuant to Resolution 15, 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 25 February 2014 (being shares to an aggregate nominal value of £1,147,077), 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 15 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 2015. 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 45,883,096 ordinary shares, representing 10 per cent of the Company's issued share capital as at 25 February 2014, 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 2015. 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 25 February 2014 was approximately 7,729,000. This equals, in number, to 1.69 per cent of the Company's issued shares at that date. If the proposed share purchase authority were to be exercised in full, those 7,729,000 shares would represent 1.88 per cent of the issued shares as reduced by the share purchases. As at 25 February 2014, the latest practicable date prior to the printing of this document, the Company was authorised to make market purchases of up to 45,357,205 ordinary shares pursuant to an ordinary resolution passed at the 2013 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 24 April 2014 at the Company's registered office:

1. 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.

Statement of Circumstances



KPMG Audit Plc
Corporates
8 Salisbury Square
London EC4Y 8BB
United Kingdom

Tel +44 (0) 20 7311 1000

Private & confidential

The Directors
Elementis Plc
10 Albemarle Street,
London,
W1S 4HH

20 March 2014

Dear Sirs,

Statement to Elementis Plc (no. 03299608) on ceasing to hold office as auditors pursuant to section 519 of the Companies Act 2006

The circumstances connected with our ceasing to hold office are that our company, KPMG Audit Plc, has instigated an orderly wind down of business. KPMG LLP, an intermediate parent, will immediately be accepting appointment as statutory auditor.

We request that any correspondence in relation to this statement be sent to our registered office 15 Canada Square, London, E14 5GL marked for the attention of the Audit Regulation Department.

Yours faithfully,

KPMG Audit Plc

KPMG Audit Plc, a UK public limited company, is a subsidiary of KPMG Europe LLP and a member firm of the KPMG network of independent member firms affiliated with KPMG International Cooperative, a Swiss entity.

Registered in England No 3110745
Registered office: 15 Canada Square, London, E14 5GL

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Seventeenth ANNUAL GENERAL MEETING of Elementis plc (the 'Company') will be held at The Royal Institution of Great Britain, 21 Albemarle Street, London W1S 4BS on Thursday 24 April 2014 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 2013 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 2013.
3. To approve the Directors' remuneration report (the 'DRR') for the year ended 31 December 2013, excluding the remuneration policy report.
4. To approve the remuneration policy report within the DRR.
5. To elect Andrew Duff as a director of the Company.
6. To elect Anne Hyland as a director of the Company.
7. To re-elect Ian Brindle as a director of the Company.
8. To re-elect David Dutro as a director of the Company.
9. To re-elect Brian Taylorson as a director of the Company.
10. To re-elect Andrew Christie as a director of the Company.
11. To re-elect Kevin Matthews as a director of the Company.
12. To appoint KPMG LLP as auditors.
13. 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 14 and 15 will be proposed as ordinary resolutions and Resolutions 16 to 18 will be proposed as special resolutions.

14. To declare a special dividend on the ordinary shares, as recommended by the directors, for the year ended 31 December 2013.
15. 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 £7,647,182 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 2015.
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 £1,147,077 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 2015;
 - (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 Sixteenth 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 45,883,096;
- (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 2015, 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
20 March 2014

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 22 April 2014, 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 22 April 2014 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 25 February 2014 (the latest practicable date prior to the printing of this document) (i) the Company's issued share capital consisted of 458,830,967 ordinary shares of 5 pence each, all carrying one vote each, and (ii) the total voting rights in the Company were 458,830,967.
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**). 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 22 April 2014. 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.

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) 190 369 8403

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

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

Corporate information

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

25 February 2014	Preliminary announcement of final results for the year ended 31 December 2013
24 April 2014	Annual General Meeting and First Interim Management Statement
30 April 2014	Ex-dividend date for final and special dividend for 2013 payable on ordinary shares
2 May 2014	Record date for final and special dividend for 2013 payable on ordinary shares
30 May 2014	Payment of final and special dividend for 2013 on ordinary shares
29 July 2014*	Interim results announcement for the half year ending 30 June 2014
10 September 2014*	Ex-dividend date for interim dividend for 2014 payable on ordinary shares
12 September 2014*	Record date for interim dividend for 2014 payable on ordinary shares
3 October 2014*	Payment of interim dividend for 2014 on ordinary shares
31 October 2014*	Second Interim Management Statement
24 February 2015*	Preliminary announcement of final results for the year ending 31 December 2014

* provisional date

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