

ELEMENTIS PLC

ANNUAL GENERAL MEETING - SPECIAL BUSINESS

(Passed 27 April 2016)

In accordance with Listing Rule 9.6.2, at the Annual General Meeting of the Company duly convened and held on 27 April 2016 the following resolutions designated as special business are hereby notified to the National Storage Mechanism. Resolutions 13 to 15 were ordinary resolutions and Resolutions 16 to 18 were special resolutions.

13. To declare a special dividend on the ordinary shares, as recommended by the Directors, for the year ended 31 December 2015.

14. THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act 2006, to exercise all the powers of the Company to allot shares or grant rights to subscribe for or convert any security into shares:

(a) up to a nominal amount of £7,715,498; and

(b) comprising equity securities (as defined in Section 560(1) of the Companies Act 2006) up to a further nominal amount of £7,715,498 in connection with an offer by way of a rights issue; such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act and to expire at the end of the next Annual General Meeting or on 30 June 2017, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require shares to be allotted or rights to subscribe for or to convert any security into shares to be granted after the authority ends.

For the purposes of this Resolution:

(a) "rights issue" means an offer to ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings, to subscribe for further securities by means of the issue of a renounceable letter (or equivalent arrangement) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to shares held by the Company in treasury ("Treasury Shares"), fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange in any territory;

(b) references to an allotment of equity securities shall include a sale of Treasury Shares; and

(c) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

15. That in accordance with Sections 366 and 367 of the Companies Act 2006, the Company and all companies that are its subsidiaries at any time during the period for which this resolution is effective be and hereby are authorised in aggregate to:

(a) make political donations to political parties and/or independent election candidates not exceeding £50,000 in total;

(b) make political donations to political organisations other than political parties, not exceeding £50,000 in total; and

(c) incur political expenditure not exceeding £50,000 in total;

(as such terms are defined in Sections 363 to 365 of the Companies Act 2006) provided that the aggregate amount of any such donations and expenditure shall not exceed £50,000 during the period beginning with the date of passing this resolution and expiring at the conclusion of the next AGM of the Company or until the close of business on 30 June 2017, whichever is earlier provided that the authorised sums referred to in paragraphs a), b) and c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the Company enters into any contract or undertaking in relation to the same.

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, subject to the passing of Resolution 14, the Directors be empowered to allot equity securities (as defined in Section 560(1) of the Companies Act 2006), wholly for cash:

(a) pursuant to the authority given by paragraph (a) of Resolution 14 above or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Companies Act 2006

in each case:

(i) in connection with a pre-emptive offer; and

(ii) otherwise than in connection with a pre-emptive offer, up to an aggregate nominal amount of £2,314,881; and

(b) pursuant to the authority given by paragraph (b) of Resolution 14 above in connection with a rights issue,

as if Section 561(1) of the Companies Act did not apply to any such allotment; such power to expire at the end of the next Annual General Meeting or on 30 June 2017, whichever is the earlier but so that the Company may make offers and enter into agreements during this period which would, or might, require equity securities to be allotted after the power ends and the Directors may allot equity securities under any such offer or agreement as if the power had not ended.

For the purposes of this Resolution:

(a) "rights issue" has the same meaning as in Resolution 14 above;

(b) "pre-emptive offer" means an offer of equity securities open for acceptance for a period fixed by the Directors to ordinary shareholders (other than the Company) on the register on a record date fixed by the Directors in proportion to their respective holdings, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to Treasury Shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory or the requirements of any regulatory body or stock exchange in any territory;

(c) references to an allotment of equity securities shall include a sale of Treasury Shares; and

(d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

18. That the authority conferred on the Company at the eighteenth Annual General Meeting to make market purchases (as defined in Section 693 of the Companies Act 2006) 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 46,297,623;

(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 2017, if earlier; and

(e) the Company may make a contract to purchase its own shares under the authority hereby conferred prior to the expiry of such authority, which will or may be executed wholly or partly after the expiry of such authority and may make a purchase of its own shares in pursuance of any such contract.

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