

## Admission card

# ELEMENTIS

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 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	

Please indicate your vote by marking a 'X' in the appropriate boxes.

Please indicate your vote by marking a 'X' in the appropriate boxes.

	For	Against	Vote withheld
<b>Resolutions</b>			
<b>Ordinary business</b>			
1. To receive and adopt the directors' and auditors' reports and audited accounts for 2016.	<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 directors' remuneration report for 2016 (excluding the policy report).	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect as a director Ralph Hewins.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect as a director Sandra Boss.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect as a director Dorothee Deuring.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect as a director Andrew Duff.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect as a director Paul Waterman.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect as a director Nick Salmon.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect as a director Steve Good.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect as a director Anne Hyland.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint Deloitte LLP as auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Audit Committee to determine the remuneration of the auditors.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

You can vote electronically at [www.sharevote.co.uk](http://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)<sup>+</sup>

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 offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on 25 April 2017 at 9.30 a.m. and at any adjournment thereof. (Insert in box (2) below the number of shares your proxy is authorised to vote.)

(2)<sup>+</sup>

☐ Tick here if this proxy is one of multiple appointments being made.

(3)<sup>+</sup>

If you do not give any directions as to how your proxy should vote on the 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 \_\_\_\_\_

<sup>+</sup> Each number refers to the corresponding note in the explanatory notes overleaf.

## 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 grant authority to the directors to allot shares.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16. To authorise political donations.   | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17. * To approve the holding of general meetings at 14 clear days' notice.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18. * To disapply statutory pre-emption rights on the allotment of shares.  | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19. * To disapply statutory pre-emption rights on the allotment of shares for an acquisition or capital investment. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 20. * To renew the Company's authority to purchase its own shares in the market.                                    | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

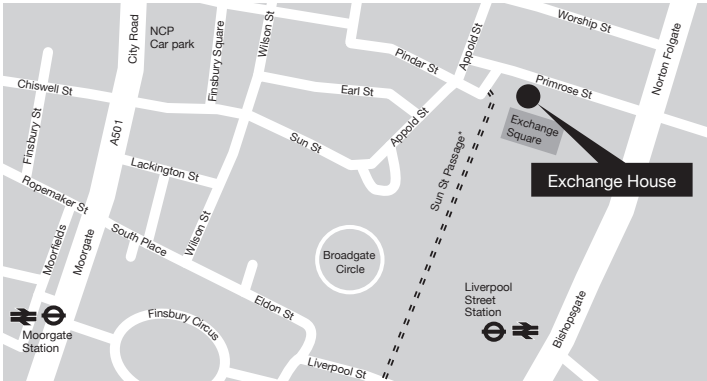
\* Special Resolution

**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 0371 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 by 09.30 a.m. on 21 April 2017, or 48 hours (excluding non-working days) 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.

\* Lines are open 8.30 a.m. to 5.30 p.m., Monday to Friday.



Herbert Smith Freehills is situated on Levels 1-6 Exchange House. The building can be approached from Primrose Street to the north and Exchange Square to the south.

All visitors to Herbert Smith Freehills should report to the firm's reception on Level 1 which is accessible either via the lifts or the escalators from the entrance lobby.

\*The pedestrian footpath (Sun Street Passage) is only accessible from inside Liverpool Street station on the upper concourse. For a station plan, visit <http://www.nationalrail.co.uk/stations-and-destinations/stations-made-easy/london-liverpool-street-station-plan>

**Venue address**  
Herbert Smith Freehills LLP  
Exchange House  
Primrose Street  
London EC2A 2EG

**London Underground**  
The venue is c.8 minutes' walk from Liverpool Street tube and train station, and 20 minutes walk from Moorgate tube station.