

ANNUAL GENERAL MEETING

LUXFER HOLDINGS PLC (“Company”)

PART I

Dear Member,

Annual General Meeting

I have the pleasure of enclosing the notice of the Company’s 2015 annual general meeting (“AGM”). This year the AGM will be held at Anchorage Gateway, 5 Anchorage Quay, Salford M50 3XE on **Thursday, 28 May 2015** beginning at 11 am (**UK time**).

The formal notice of AGM is set out in Part II of this document (“**Notice**”).

As a holder of ordinary shares, you can attend and/or vote at the AGM. If you cannot attend the AGM you can appoint another person as your proxy. To be valid, a form of proxy must be completed and returned to the Company’s registrar in accordance with the instructions set out in the Notice.

At the AGM, resolutions will be proposed in relation to the following matters:

- **Annual accounts for the year ended 31 December 2014 (resolution 1)**

Members will be asked to receive the Company’s annual accounts for the year ended 31 December 2014 together with the reports of the Company’s directors and auditors (“**Accounts**”). The Accounts are available on the Company’s website.

- **Re-appointment of directors retiring by rotation (resolutions 2 to 7)**

The Company’s articles of association require that one third of the current directors of the Company retire by rotation each year. However, the Board has decided (in line with good corporate governance practice) that all directors should offer themselves for re-election. At the AGM, Peter Haslehurst, Joseph Bonn, Kevin Flannery, David Landless, Brian Purves and Andrew Beaden will each retire and offer themselves up for reappointment as directors of the Company. Biographical details of Messrs Haslehurst, Bonn, Flannery, Landless, Purves and Beaden may be found on pages 26 – 28 (inclusive) of the Accounts.

- **Reappointment and remuneration of auditors (resolutions 8 & 9)**

At each general meeting at which the Company's accounts are presented to the members, the Company is required to appoint auditors to hold office from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company. Ernst & Young LLP have indicated that they are willing to continue as the Company's auditors for another year. Resolution 8 proposes the reappointment of Ernst & Young as auditors and resolution 9 authorises the Company's Audit Committee to agree the remuneration of the Auditors.

- **Directors' remuneration report (resolution 10)**

In accordance with section 439 of the Companies Act 2006, the members will be asked to approve the directors' remuneration report. The directors' remuneration report may be found on pages 41 to 60 (inclusive) of the Accounts. The vote is advisory only. The directors' entitlement to remuneration is not conditional on this resolution being passed.

Recommendation

The directors of the Company consider that all of the resolutions proposed at the AGM, full details of which are set out in the Notice, are in the best interests of the Company and its members as a whole and are most likely to promote the success of the Company for the benefit of its members as a whole. The directors unanimously recommend that you vote in favour of all of the proposed resolutions as they intend to do in respect of their own beneficial holdings.

If you are in any doubt as to what action you should take, you are recommended to seek your own financial advice from your stockbroker or other independent adviser authorised under the Financial Services and Markets Act 2000.

Presentations to the AGM and the voting results will be posted in the investor section of the Company's website. **This website cannot be used for any communication in connection with the Annual General Meeting.**

Yours sincerely



Peter Haslehurst

Chairman

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If you intend to come to the Annual General Meeting on Thursday, 28 May 2015, please sign this slip and return it to the Company Secretary at the Company's registered office.

Name _____

Signed _____ Dated _____

PART II

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting ("AGM") of Luxfer Holdings PLC ("Company") will be held at Anchorage Gateway, 5 Anchorage Quay, Salford M50 3XE on Thursday 28 May 2015 at 11 am (UK time).

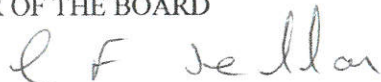
You will be asked to consider and vote on each of the resolutions below, which will all be proposed as ordinary resolutions.

RESOLUTIONS

As ordinary business

1. To receive the Company's annual accounts for the year ended 31 December 2014 together with the reports of the Company's directors and the auditors ("Accounts").
2. To reappoint Peter Haslehurst as a director of the Company.
3. To reappoint Joseph Bonn as a director of the Company.
4. To reappoint Kevin Flannery as a director of the Company.
5. To reappoint David Landless as a director of the Company.
6. To reappoint Brian Purves as a director of the Company.
7. To reappoint Andrew Beaden as a director of the Company.
8. To reappoint Ernst & Young LLP as auditors of the Company ("Auditors") from the conclusion of the AGM until the conclusion of the next general meeting at which accounts are laid before the Company.
9. To authorise the Audit Committee of the Company to agree the remuneration of the Auditors.
10. To approve the directors' remuneration report for the year ended 31 December 2014.

BY ORDER OF THE BOARD



Linda F Seddon
Company Secretary

LUXFER HOLDINGS PLC

Registered Office:
Anchorage Gateway
5 Anchorage Quay
Salford
M50 3XE

1 April 2015

Entitlement to attend and vote

1. To be entitled to attend and vote at the AGM (and also for the purposes of calculating how many votes a member may cast) a member must be registered on the Company's register of members as a holder of ordinary shares as at:

- 11:00 am on Tuesday, 26 May 2015 (UK time); or
- if the AGM is adjourned, at 5.00 pm (UK time) on the day falling two days prior to the adjourned meeting.

If you are a holder of American Depositary Shares you will receive a proxy card for voting purposes directly from the depositary bank, Bank of New York Mellon (BNY).

Appointment of proxies

2. If you are a member of the Company at the time set out in note 1 above, you are entitled to appoint a proxy to exercise all or any of your rights to attend, speak and vote at the AGM. A form of proxy will be sent to you by the Company's registrar, **Computershare Investor Services PLC ("Registrar")**. You can only appoint a proxy using the procedures set out in these notes and the notes to the Registrar's proxy form.

3. A proxy does not need to be a member of the Company but must attend the AGM to represent you. Details of how to appoint the Chairman of the AGM or another person as your proxy using the proxy form are set out in the notes to the proxy form. If you wish for your proxy to speak on your behalf at the AGM, you will need to appoint your own choice of proxy (not the Chairman) and give your instructions directly to them.

4. You may appoint more than one proxy provided each proxy is appointed to exercise rights attached to different shares. To appoint more than one proxy, follow the instructions set out in the Registrar's proxy form.

5. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the resolution. If no voting indication is given, your proxy will vote or abstain from voting at his or her discretion. Your proxy will vote (or abstain from voting) as he or she thinks fit in relation to any other matter which is put before the AGM.

6. To appoint a proxy, the Registrar's proxy form must be:

- completed and signed;
- sent or delivered to the Registrar at **Computershare Investor Services PLC, The Pavilions, Bridgwater Road, Bristol BS99 6ZY**; and
- received by the Registrar by no later than **11:00 am on Tuesday, 26 May 2015 (UK time)**.

Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

Appointment of proxy by joint members

7. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

Changing proxy instructions

8. To change your proxy instructions simply submit a new proxy appointment using the methods set out in note 6 above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions. Any amended proxy appointment received after the relevant cut-off time will be disregarded. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

Termination of proxy appointments

9. In order to revoke a proxy instruction, you will need to inform the Registrar by sending a signed hard copy notice clearly stating your intention to revoke your proxy appointment to the address set out in note 6. In the case of a member which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. The revocation notice must be received by the Registrar by no later than 11:00 am **on Tuesday, 26 May 2015 (UK time)**.

10. Appointment of a proxy does not preclude you from attending the AGM and voting in person. However, if you have appointed a proxy or multiple proxies and attend the AGM in person, all of your proxy appointments will automatically terminate.

Corporate representatives

11. A corporation which is a member can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a member provided that no more than one corporate representative exercises powers over the same share.

Website publication of audit concerns

12. Pursuant to section 527 of the Companies Act 2006, where requested by a member meeting the qualification criteria set out in that section, the Company must publish on its website a statement setting out any matter that such member proposes to raise at the AGM relating to 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. The Company may not require the member making the request to pay any expenses incurred by the Company in complying with the request and must forward the statement to its auditors by no later than the time the statement is made available on the Company's website. The business which may be dealt with at the AGM includes any statement that the Company has been required under section 527 of the Companies Act 2006 to publish on its website.

Documents on display

13. Copies of the following documents will be available for inspection at the Company's registered office from the date of the Notice until the time of the AGM and at the AGM venue itself for at least 15 minutes prior to the AGM until the end of the AGM:

- Service contracts of executive directors of the Company.
- Letters of appointment of the non-executive directors of the Company.
- The Company's annual report and accounts for the year ended 31 December 2014.
- The Company's articles of association.

Voting

14. Voting on all resolutions shall be conducted by way of a poll rather than by a show of hands. On a poll, every member has one vote for every share held.

15. As soon as practicable after the AGM, the results of the voting, including the number of votes cast for and against and the number of votes actively withheld in respect of each resolution will be placed in the investor section of the Company's website – www.luxfer.com/investors

16. The holders of deferred shares are not entitled to receive notice of meetings nor are they entitled to attend or vote at general meetings of the Company.

Communication

17. You may not use any electronic address provided in any related documents (including the Chairman's letter and the proxy form) to communicate with the Registrar or the Company for any purposes other than those expressly stated.
