

2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

THURSDAY, JUNE 6, 2024

8:30 AM BST

MANCHESTER, ENGLAND





Board of Directors



Andy Butcher
CEO and Executive
Director



Patrick Mullen
Board Chair



Richard Hipple
Non-Executive
Director



Clive Snowdon
Non-Executive
Director



Sylvia A. Stein
Non-Executive
Director



Lisa Trimberger
Non-Executive
Director



Executive Leadership Team



Andy Butcher
CEO



Steve Webster
CFO



Megan Glise
General Counsel &
Company Secretary



Peter Gibbons
Vice President &
General Manager
Luxfer Graphic Arts



Mark Lawday
Vice President &
General Manager
*Luxfer Gas Cylinders
Europe*



Howard Mead
Vice President &
General Manager
*Luxfer Gas Cylinders
Composite*



Jeff Moorefield
Vice President &
General Manager
Luxfer Magtech



Graham Wardlow
Managing Director
Luxfer MEL Technologies



Notice of 2024 Annual General Meeting

Ordinary Resolutions:

1. To re-elect Andy Butcher as a Director of the Company.
2. To re-elect Patrick Mullen as a Director of the Company.
3. To re-elect Richard Hipple as a Director of the Company.
4. To re-elect Clive Snowden as a Director of the Company.
5. To re-elect Sylvia A. Stein as a Director of the Company.
6. To re-elect Lisa Trimberger as a Director of the Company.
7. To approve the Directors' Remuneration Policy.
8. To approve, by non-binding advisory vote, the Directors' Remuneration Report for the year ended December 31, 2023.
9. To approve, by non-binding advisory vote, the compensation of the Company's Named Executive Officers for the year ended December 31, 2023.
10. To approve, by non-binding advisory vote, the frequency of "Say-on-Pay" votes.
11. To ratify the re-appointment of PricewaterhouseCoopers LLP as the independent auditor of the Company (the "Independent Auditor") until conclusion of the 2025 Annual General Meeting.
12. To authorize the Audit Committee of the Board of Directors to set the Independent Auditor's remuneration.
13. To approve the Second Amended and Restated Luxfer Holdings PLC Non-Executive Directors Equity Incentive Plan.
14. To authorize the Board of Directors to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company, pursuant to section 551 of the U.K. Companies Act 2006 (the "Companies Act").

Special Resolution:

15. Subject to Resolution 14 being duly passed as an ordinary resolution, to authorize the Board of Directors to issue equity securities for cash and/or sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Companies Act regarding preemptive rights does not apply to such issuance or sale, pursuant to sections 570 and 573 of the Companies Act.

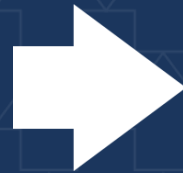


Voting Procedures

- Enter your full name or the name of the shareholder you are representing on your poll card
- Complete a different poll card for each shareholder
- Record your vote by checking the appropriate circle next to each resolution
- If you intend to split your vote, indicate the number of votes you wish to cast in the relevant boxes
- Sign the poll card at the bottom
 - If you are a proxy, include this designation next to your signature
- Deposit your poll card in the poll box
 - Voting closes 10 minutes after the end of the meeting
- If you have questions or need assistance completing your poll card, please speak with Megan Glise
 - We are not authorized to advise you on the resolutions or your vote



VOTING SUMMARY





Resolution 1

To re-elect Andy Butcher as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	22,985,353	99.70
Against	69,998	0.3
Abstain	546	5.43
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 2

To re-elect Patrick Mullen as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	22,965,381	99.61
Against	88,728	0.38
Abstain	1,788	0.01
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 3

To re-elect Richard Hipple as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	22,969,971	99.62
Against	84,544	0.37
Abstain	1,382	0.01
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 4

To re-elect Clive Snowdon as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	22,296,316	96.70
Against	757,896	3.29
Abstain	1,685	0.01
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 5

To re-elect Sylvia A. Stein as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	22,980,738	99.68
Against	74,673	0.32
Abstain	486	0
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 6

To re-elect Lisa Trimberger as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	22,421,311	97.25
Against	633,471	2.75
Abstain	1,115	0
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 7

To approve the Directors' Remuneration Policy.

The Board of Directors and the Remuneration Committee recommend a vote "FOR" the approval of the Directors' Remuneration Policy.

	Number of Votes	% of Total Votes
For	22,912,319	99.38
Against	140,567	0.61
Abstain	3,011	0.01
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 8

To approve, by non-binding advisory vote, the Directors' Remuneration Report for the year ended December 31, 2023.

The Board of Directors and the Remuneration Committee recommend a vote "FOR" the approval of the Directors' Remuneration Report for the year ended December 31, 2023.

	Number of Votes	% of Total Votes
For	22,881,753	99.24
Against	170,038	0.74
Abstain	4,106	0.02
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 9

To approve, by non-binding advisory vote, the compensation of the Company's Named Executive Officers for the year ended December 31, 2023.

The Board of Directors and the Remuneration Committee recommend a vote "FOR" the approval of the Named Executive Officers' compensation for the year ended December 31, 2023.

	Number of Votes	% of Total Votes
For	22,876,689	99.22
Against	174,782	0.76
Abstain	4,426	0.02
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 10

To approve, by non-binding advisory vote, the frequency of “Say-on-Pay” votes.

The Board of Directors and the Remuneration Committee recommend a vote of “EVERY 1 YEAR” as to the frequency of Say-on-Pay Votes on executive compensation.

	Number of Votes	% of Total Votes
1 Year	22,485,153	97.52
2 Years	2,429	0.01
3 Years	564,232	2.45
Abstain	4,083	0.02
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 11

To ratify the re-appointment of PricewaterhouseCoopers LLP as the independent auditor of the Company (the “Independent Auditor”) until conclusion of the 2025 Annual General Meeting.

The Board of Directors and the Audit Committee recommend a vote “FOR” the ratification of the re-appointment of PricewaterhouseCoopers LLP as the Company’s Independent Auditor through conclusion of the 2025 Annual General Meeting.

	Number of Votes	% of Total Votes
For	24,097,258	98.18
Against	445,146	1.81
Abstain	1,251	0.01
Non-Votes	0	
Total Votes Cast	24,543,655	



Resolution 12

To authorize the Audit Committee of the Board of Directors to set the Independent Auditor's remuneration.

The Board of Directors and the Audit Committee recommend a vote "FOR" the authorization of the Audit Committee to set the Independent Auditor's remuneration.

	Number of Votes	% of Total Votes
For	24,096,735	98.18
Against	444,533	1.81
Abstain	2,387	0.01
Non-Votes	0	
Total Votes Cast	24,543,655	



Resolution 13

To approve the Second Amended and Restated Luxfer Holdings PLC Non-Executive Directors Equity Incentive Plan.

The Board of Directors and the Remuneration Committee recommend a vote “FOR” approval of the Second Amended and Restated Non-Executive Directors Equity Incentive Plan.

	Number of Votes	% of Total Votes
For	22,005,945	95.45
Against	1,045,321	4.53
Abstain	4,631	0.02
Non-Votes	1,487,758	
Total Votes Cast	24,543,655	



Resolution 14

To authorize the Board of Directors to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company, pursuant to section 551 of the U.K. Companies Act 2006 (the “Companies Act”).

The Board of Directors recommends a vote “FOR” the authorization of the Board of Directors to issue shares and to grant rights to subscribe for or convert securities into shares.

	Number of Votes	% of Total Votes
For	24,443,764	99.59
Against	91,124	0.37
Abstain	8,767	0.04
Non-Votes	0	
Total Votes Cast	24,543,655	



Special Resolution 15

Subject to Resolution 14 being duly passed as an ordinary resolution, to authorize the Board of Directors to issue equity securities for cash and/or sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Companies Act regarding preemptive rights does not apply to such issuance or sale, pursuant to sections 570 and 573 of the Companies Act.

The Board of Directors recommends a vote “FOR” the authorization of the Board of Directors to disapply preemptive rights with respect to equity securities issued and/or treasury shares sold for cash.

	Number of Votes	% of Total Votes
For	24,404,129	99.43
Against	132,256	0.54
Abstain	7,270	0.03
Non-Votes	0	
Total Votes Cast	24,543,655	



**THANK YOU
FOR BEING A
LUXFER
SHAREHOLDER**

We appreciate your participation in our 2024 Annual General Meeting