

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 2017 annual general meeting (“AGM”). This year the AGM will be held at the Radisson Blu Edwardian Kenilworth Hotel, 97 Great Russell Street, London WC1B 3LB **Tuesday, 23 May 2017** beginning at 10.00am **(UK time)**.

The formal notice of the 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 or 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:

Resolution 1: Report and Accounts

Members will be asked to receive the Company’s annual audited accounts for the year ended 31 December 2016 together with the reports of the Company’s directors and auditors (“**2016 Report & Accounts**”). The 2016 Report and Accounts are available on the Company’s website (www.luxfer.com) or shareholders may obtain a copy by contacting the Company Secretary at the Company’s registered office during usual business hours.

Resolution 2: Directors’ Remuneration Report

The Directors’ Remuneration Report (which is set out on pages 38 to 54 of the 2016 Report & Accounts) contains (i) the annual statement by the chairman of the Remuneration Committee; and (ii) the annual remuneration report.

Resolution 2 is an ordinary resolution that seeks shareholder approval for the Directors' Remuneration Report, which gives details of the implementation of the Company's remuneration policy ("**Remuneration Policy**") during the year ended 31 December 2016.

The vote on the Directors' Remuneration Report is advisory and the directors' entitlement to remuneration is not conditional on this resolution being passed.

Resolution 3: Directors' Remuneration Policy

The Remuneration Policy is subject to binding shareholder vote by ordinary resolution at least every three years. The Remuneration Policy was last approved in 2014 and is therefore subject to a vote this year.

The proposed key changes to the Remuneration Policy are as follows:

- the Pensions section reflects the closure of the defined benefits scheme to future accrual in April 2016;
- the long-term incentive plan ("**LTiP**") section with respect to Executive Directors Variable Remuneration has been updated to include a "clawback" provision;
- the removal of references to share incentive plans that were granted following the IPO in 2012 and have subsequently either fully vested and been exercised or lapsed: and
- the amendment of new executive directors' shareholding requirements and the inclusion of additional provisions which allow the Remuneration Committee to have greater flexibility in the granting of awards to a new executive director upon appointment.

Other minor changes have also been proposed to the wording of the Remuneration Policy to aid operation and increase clarity. The revised Remuneration Policy is available on the Company's website (www.luxfer.com/governance/) and is posted as a standalone document.

Once the Remuneration Policy, as proposed to be revised, is approved, the Company may not make a remuneration payment to a current or prospective director or a payment for loss of office to a current or former director, unless that payment is consistent with the Remuneration Policy or has been approved by a shareholder resolution.

If the Remuneration Policy is approved and remains unchanged, it will be valid for up to three years without new shareholder approval unless the annual implementation report on directors' remuneration (excluding the Remuneration Policy) is not approved by shareholders when put to an ordinary resolution prior to the expiry of the three year period. If the Remuneration Policy is not approved for any reason, the Company will, if and to the extent permitted by the Companies Act 2006, continue to make payments to directors in accordance with the existing Remuneration Policy and is expected to seek shareholder approval for a further revised Remuneration Policy as soon as is practicable.

Resolutions 4 to 10: Directors

The Company's articles of association require that one third of the current directors of the Company retire by rotation each year. However, by way of voluntary compliance with the UK Corporate Governance Code, all the directors will voluntarily retire and stand for re-election (or in the case of Adam Cohn and Clive Snowdon, appointed to the board of directors since the last annual general meeting, for election) by the shareholders at the AGM. Biographical details of each director may be found on pages 24 to 26 of the 2016 Report & Accounts.

As indicated at last year's annual general meeting, Kevin Flannery, who has been a director since 2007, will step down prior to the AGM and will not seek re-election.

If all directors proposed are elected or re-elected by the shareholders, the board of directors will number seven: two executive directors and five non-executive directors. It is our intention to maintain this number and balance, while ensuring that the tenure of non-executives is in line with corporate governance best practice.

The board of directors has considered whether each of the non-executive directors is free from any relationship that could materially interfere with the exercise of his independent judgement and has determined that each continues to be independent.

Resolutions 11 and 12: Auditors

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. PricewaterhouseCoopers LLP have indicated that they are willing to

continue as the Company's auditors for another year. Resolution 11 proposes the reappointment of PricewaterhouseCoopers LLP as auditors and resolution 12 authorises the Company's Audit Committee to agree the remuneration of the Auditors.

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 (www.luxfer.com). **This website cannot be used for any communication in connection with the AGM.**

Yours sincerely



Joseph Bonn

Chairman

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If you intend to be present at the Annual General Meeting on Tuesday, 23 May 2017, 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 Radisson Blu Edwardian Kenilworth Hotel, 97 Great Russell Street, London WC1B 3LB on **Tuesday, 23 May 2017 at 10.00am (UK time)** for the transaction of the business set out below.

To consider and, if thought fit, to pass the ordinary Resolutions 1 to 12 (inclusive), as set out below. For each ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution.

Report and Accounts

1. To receive and adopt the Company’s annual accounts for the year ended 31 December 2016 together with the reports of the Company’s directors and the auditors (“**2016 Report & Accounts**”).

Directors Remuneration

2. To receive and approve the directors’ remuneration report contained within the 2016 Report & Accounts.
3. To receive and approve the directors’ remuneration policy to become binding after the end of the AGM.

Election and Re-election of Directors

4. To elect Adam Cohn as a director of the Company.
5. To elect Clive Snowden as a director of the Company.
6. To re-elect Joseph Bonn as a director of the Company.
7. To re-elect Brian Kushner as a director of the Company.
8. To re-elect David Landless as a director of the Company.
9. To re-elect Brian Purves as a director of the Company.
10. To re-elect Andrew Beaden as a director of the Company.

Auditors

11. To reappoint PricewaterhouseCoopers 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.
12. To authorise the Audit Committee of the Company to agree the remuneration of the Auditors.

BY ORDER OF THE BOARD



David N Fletcher
Company Secretary

LUXFER HOLDINGS PLC

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

18 April 2017

Notes to the Notice of the Annual General Meeting

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:

- 10:00 am on Friday, 19 May 2017 (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 **10:00am on Friday, 19 May 2017**.

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 **10.00 am on Friday, 19 May 2017**.

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 2016;
- the directors remuneration policy, as proposed to be revised; and
- 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 on the investor section of the Company's website – <http://www.luxfer.com/investors/> or www.luxfer.com.

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.