

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 2016 annual general meeting (“AGM”). This year the AGM will be held at the Copthorne Hotel, Clippers Quay, Salford M50 3SN on **Tuesday, 24 May 2016** beginning at 10.00am (**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 2015 (resolution 1)**

Members will be asked to receive the Company’s annual accounts for the year ended 31 December 2015 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 (resolutions 2 – 6) and appointment of new director (resolution 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, 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 Bonn, Flannery, Landless, Purves and Beaden may be found on pages 25 and 26 of the Accounts.

With over three years having passed since our successful IPO in New York, the board of Luxfer Holdings PLC has decided that it is the appropriate time to make some changes to board membership.

Having been on the Luxfer board of directors for thirteen years and chairman for ten, I have reluctantly decided to retire from the board and not stand for reappointment at the forthcoming AGM. This was a difficult decision, however I feel in my period of tenure as chairman, helped by my passion for hands-on manufacturing management, the Luxfer Group has developed into the global materials technology company we see today and I feel confident that the Luxfer Group is well placed to grow in future years following the investment in new product development as well as through its much stronger financial structure.

I am delighted that my long and valued contribution to Luxfer under my chairmanship has been recognised and it gives me great pleasure to continue my association with Luxfer after being offered and accepting the honorary position of President Emeritus.

Following the AGM a member of the board will be appointed into the role of new non-executive Chairman.

The board is proposing that Brian Kushner, a Texas-based Senior Managing Director at FTI Consulting, joins the board as a new non-executive director at the forthcoming AGM. Biographical details of Mr Kushner can be found in note 18 to the Notice.

We intend to appoint two further non-executive directors within the next few months. The Company is listed in the US, and we have a strong business presence there, so it is appropriate for us to have US residents or citizens on our board. Assuming that Mr Kushner is elected to the board, three out of six directors will be US residents or citizens. To maintain our status as a Foreign Private Issuer (which allows us to continue reporting our financial results using IFRS), however, we must avoid having a majority of US residents or citizens on the board, and so the intention is that one of the additional directors will be a US resident or citizen and the other will be a non-US resident or citizen, with both appointed at or around the same time.

The board has identified a suitable US candidate, who is Mr Adam Cohn, of Stone Canyon Industries LLC, a Santa Monica based holding company, but we are still working through a short-list of non-US candidates, so are not ready to bring two names to the AGM. The intention is, therefore, that the appointments will be made by the board in due course and the new directors will be put to the Company's 2017 annual general meeting for shareholder approval.

Kevin Flannery, who has been a director for nine years, will step down at a suitable point prior to the Company's 2017 annual general meeting.

When Kevin Flannery, who is a US resident, stands down, the board 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.

- **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. PricewaterhouseCoopers LLP have indicated that they are willing to continue as the Company's auditors for another year. Resolution 8 proposes the reappointment of PricewaterhouseCoopers LLP 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 59 (inclusive) of the Accounts. The vote is advisory only. The directors' entitlement to remuneration is not conditional on this resolution being passed.

- **Renewal of Authority granted to allot shares (resolution 11)**

The present authority of the directors to allot shares of the Company was granted on 26 October 2011 which, unless renewed, would expire on 25 October 2016. Members will be asked to approve the renewal of the authority granted in 2011 to allow the directors to allot shares in the Company and to grant rights to subscribe for or to convert any security

into shares in the Company up to an aggregate nominal amount of £20m. The renewed authority, if approved, will expire on 23 May 2021.

- **Renewal of Authority granted to dis-apply pre-emption rights (resolution 12)**

The present authority of the directors to allot shares of the Company wholly for cash (or, in the case of any shares held in treasury, sold) without first offering them to existing shareholders in proportion to their holdings was granted on 26 October 2011 which, unless renewed, would expire on 25 October 2016. Members will be asked to approve the renewal of the authority granted in 2011 to allow the directors to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £20m without first offering them to existing shareholders in proportion to their holdings. The renewed authority, if approved, will expire on 23 May 2021.

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

A handwritten signature in black ink, appearing to read 'Peter Haslehurst', with a large, sweeping flourish above the name.

Peter Haslehurst

Chairman

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If you intend to come to the Annual General Meeting on Tuesday, 24 May 2016, 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 the Copthorne Hotel, Clippers Quay, Salford M50 3SN on **Tuesday 24 May 2016 at 10.00am (UK time)**.

You will be asked to consider and vote on each of the resolutions below, which, other than resolution 12 which shall be proposed as a special resolution, will all be proposed as ordinary resolutions.

RESOLUTIONS

1. To receive the Company’s annual accounts for the year ended 31 December 2015 together with the reports of the Company’s directors and the auditors (“**Accounts**”).
2. To reappoint Joseph Bonn as a director of the Company.
3. To reappoint Kevin Flannery as a director of the Company.
4. To reappoint David Landless as a director of the Company.
5. To reappoint Brian Purves as a director of the Company.
6. To reappoint Andrew Beaden as a director of the Company.
7. To appoint Brian Kushner as a director of the Company.
8. 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.
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 2015.
11. That:
 - a. the directors be generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused), for the purposes of section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £20,000,000 to such persons and at such times and on such terms as they think proper, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 23 May 2021;

- b. the directors be and hereby are authorised to make, before the authority set out in paragraph (a) above has expired, any offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or convert securities into shares in the Company to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement notwithstanding that such authority has expired;
 - c. subject to paragraph (d) below, all subsisting authorities conferred on the directors pursuant to section 551 of the Companies Act 2006 be and are hereby revoked; and
 - d. paragraph (c) above shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for, or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority to which such offer or agreement was made, and to any allotment of shares or grant of rights already made pursuant to any such authority.
12. That, subject to the passing of resolution 11 above, and in substitution for all subsisting authorities (but without prejudice to any allotment of equity securities already made pursuant to such previous authorities), the directors be and are hereby generally empowered, in accordance with section 570 of the Companies Act 2006, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on the directors by resolution 11 above as if section 561 of the Companies Act 2006 did not apply to such allotment. This power:
- a. shall be limited to the allotment of equity securities up to an aggregate nominal amount of £20,000,000; and
 - b. shall expire on 23 May 2021 (unless previously renewed, varied or revoked by the Company) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this Resolution had not expired.

BY ORDER OF THE BOARD

David N Fletcher
Company Secretary

LUXFER HOLDINGS PLC

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

11 April 2016

Notes to the Notice of 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 Tuesday, 24 May 2016 (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, 20 May 2016**.

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, 20 May 2016**.

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.
- Proposed letter of appointment for Mr Kushner who is being proposed as a new non-executive director of the Company.
- The Company's annual report and accounts for the year ended 31 December 2015.
- 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 – <http://www.luxfer.com/media/> 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.

Biography of Mr Brian Kushner

18. After completing his PhD in Applied Physics with a minor in Electrical Engineering from Cornell University, Mr Kushner began his career in 1982 at BDM International was part of the management team that completed a leveraged buyout of BDM in 1990 with the Carlyle Group. Over the past two decades, working in collaboration with a number of major private equity and hedge funds, he has served as the CEO, Chief Restructuring Officer ("CRO") or Director of over twenty public and private technology, manufacturing, telecom and defence companies.

Mr Kushner currently serves as a Director and Chair of the Audit Committee of Everywhere Global, the parent company of the Oneida and Anchor Hocking brands. He is also a member of the Executive Committee of the Advisory Council of the College of Natural Sciences at the University of Texas at Austin, TX; Chairman of the Physics Advisory Council at the University of Texas at Austin, TX; and a member of the Engineering College Council at Cornell University, Ithaca, NY. He is also currently a Senior Managing Director in FTI's Corporate Finance segment, where he co-leads both the Technology practice and the Aerospace, Defence and Government Contracting practice.