



**LUXFER**

**LUXFER  
RELATED PARTY TRANSACTIONS POLICY**

Version 3.0  
Effective Date: December 2, 2020

## 1.0 POLICY STATEMENT

Luxfer Holdings PLC, together with its subsidiaries and affiliates ("**Luxfer**" or the "**Company**"), has adopted this Related Party Transactions Policy (the "**Policy**"), as required by Item 404(b) of Regulation S-K of the Securities Act of 1933. Under Luxfer's Corporate Governance Guidelines and Code of Ethics and Business Conduct, all Directors and Executive Officers of the Company have a duty to report to the Chair of the Audit Committee or the Company Secretary any conflict or any appearance of a conflict of interest on his or her part. Accordingly, it shall be the policy of the Company's Board of Directors that all Interested Transactions with Related Parties (as those terms are defined in this Policy) shall be subject to approval or ratification in accordance with the procedures set forth below.

## 2.0 DEFINITIONS

An "**Interested Transaction**" is any transaction, arrangement or relationship, or any series of similar transactions, arrangements or relationships (including any indebtedness or guarantee of indebtedness), in which (a) the aggregate amount involved will or may be expected to exceed \$120,000 in any fiscal year, (b) the Company is a participant, and (c) any Related Person has or will have a direct or indirect material interest [other than solely as a result of being a Director or Trustee (or any similar position)<sup>1</sup> or a less than 10% beneficial owner of another entity].

A "**Related Person**" is any person who (a) is or was (since the beginning of the last fiscal year for which the Company has filed a Form 10-K and Proxy Statement, even if they do not presently serve in that role) an Executive Officer, Director or nominee for election as a Director of the Company, (b) is a beneficial owner of greater than 5% of the Company's outstanding common stock, or (c) is an Immediate Family Member of any of the foregoing.

An "**Immediate Family Member**" is any child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law, sister-in-law or any person (other than a tenant or employee) sharing the household of a person.

## 3.0 PROCEDURES

The Audit Committee (the "**Committee**") shall review all of the material facts and circumstances of all Interested Transactions that require the Committee's approval and either approve or disapprove of the entry into the Interested Transaction, subject to the exceptions described herein. If advance Committee approval of an Interested Transaction is not feasible, then the Interested Transaction shall be considered and, if the Committee determines it to be appropriate, ratified at the Committee's next regularly scheduled meeting.

In determining whether to approve or ratify an Interested Transaction, the Committee will take into account, among other appropriate factors, whether the Interested Transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances and the extent of the Related Person's interest in the transaction.

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<sup>1</sup> Whether the Related Person's interest in a transaction is material will depend on the particular facts and circumstances, including an analysis of whether a reasonable investor would consider the person's interest in the transaction important, together with all other available information, in deciding whether to buy, sell or hold the Company's securities.

The Committee will review the following information when assessing a Related Party Transaction:

- the terms of such transaction;
- the Related Person's interest in the transaction;
- the purpose and timing of the transaction;
- whether the Company is a party to the transaction and, if not, the nature of the Company's participation in the transaction;
- if the transaction involves the sale of an asset: a description of the asset, including date acquired and costs basis;
- information concerning potential counterparties in the transaction;
- the approximate dollar value of the transaction and the approximate dollar value of the Related Person's interest in the transaction;
- description of any provisions or limitations imposed as a result of entering into the proposed transaction;
- whether the proposed transaction includes any potential reputational risk issues that may arise as a result of or in connection with the proposed transaction; and
- any other relevant information regarding the transaction.

No Director shall participate in any discussion or approval of an Interested Transaction for which he or she is a Related Person, except that the Director shall provide all material information concerning the Interested Transaction to the Committee.

In connection with each regularly scheduled meeting of the Committee, a summary of each new Interested Transaction pre-approved or ratified in accordance with Section 3 of this Policy shall be provided to the Committee for its review.

The Company Secretary shall maintain a list of Related Persons based on the information reported annually on the Directors and Executive Officers Questionnaires. Directors and Executive Officers shall notify the Company Secretary of any updates to the list of Related Persons, their employment, and relationships with various organizations. The Company Secretary shall distribute this Policy and the list of Related Persons, and any updates thereto, to the Company's independent auditors and any executive within the Company that requires such information. The recipients of the list of Related Persons shall utilize the information contained therein, in connection with their respective areas of responsibility, to effectuate this Policy.

#### **4.0 STANDING PRE-APPROVAL FOR CERTAIN INTERESTED TRANSACTIONS**

The Committee has reviewed the types of Interested Transactions described below and determined that each of these types of Interested Transactions shall be deemed to be pre-approved or ratified, as applicable, by the Committee, even if the aggregate amount involved will exceed \$120,000:

- A. *Employment of Executive Officers.*** Any employment by the Company of an Executive Officer of the Company if:
- i. the related compensation is required to be reported in the Company's Proxy Statement under Item 402 of the Securities and Exchange Commission's (the "**SEC**") compensation disclosure requirements (generally applicable to "named executive officers"); or

- ii. the Executive Officer is not an Immediate Family Member of another Executive Officer or Director of the Company, and the related compensation would be reported in the Company's Proxy Statement under Item 402 of the SEC's compensation disclosure requirements if the executive officer was a "named executive officer," and the Remuneration Committee of the Board approved (or recommended that the Board approve) such compensation.
- B. Director Compensation.** Any compensation paid to a member of the Board if the related compensation is required to be reported in the Company's Proxy Statement under Item 402 of the SEC's compensation disclosure requirements.
- C. Certain Transactions with Other Companies.** Any transaction with another company at which a Related Person's only relationship is as (i) an employee other than an Executive Officer, (ii) a beneficial owner of less than 10% of that company's outstanding equity, or (iii) in the case of partnerships, a limited partner, if the aggregate amount involved does not exceed the greater of \$1,000,000 or 2% of that company's total annual revenues.
- D. Certain Company Charitable Contributions.** Any charitable contribution, grant, or endowment by the Company to a charitable organization, foundation, or university where a Related Person is an employee, if the aggregate amount involved does not exceed the lesser of \$20,000 or 2% of the charitable organization's total annual receipts.
- E. Transactions where all Shareholders Receive Proportional Benefits.** Any transaction where the Related Person's interest arises solely from the ownership of the Company's common stock and all holders of the Company's common stock received the same benefit on a pro rata basis (*e.g.*, dividends).
- F. Transactions Involving Competitive Bids.** Any transaction involving a Related Person where the rates or charges involved are determined by competitive bids.
- G. Regulated Transactions.** Any transaction with a Related Person involving the rendering of services as a common or contract carrier, or public utility, at rates or charges fixed in conformity with law or governmental authority.
- H. Certain Banking-Related Services.** Any transaction with a Related Person involving services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.

## 5.0 ONGOING TRANSACTIONS

If an Interested Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in its ongoing dealings with the Related Person. Thereafter, the Committee, on at least an annual basis, shall review and assess ongoing relationships with the Related Person to see that they are in compliance with the Committee's guidelines and that the Interested Transaction remains appropriate.

## **6.0 RESPONSIBILITY FOR THIS POLICY**

The Board of Directors has overall responsibility for this Policy, and such responsibility shall be overseen by the Audit Committee. The Company Secretary will review this Policy annually and make any changes required to ensure it covers all applicable legal, regulatory, and other obligations.

<b>STANDARD GOVERNANCE</b>	
<b>STANDARD PRACTICE APPROVALS</b>	Luxfer Holdings PLC Board of Directors
<b>VERSION</b>	3.0
<b>EFFECTIVE DATE</b>	December 2, 2020
<b>LAST REVIEW DATE</b>	November 15, 2020
<b>NEXT REVIEW DATE</b>	November 15, 2021