

**TERMS OF REFERENCE OF THE NOMINATING AND GOVERNANCE
COMMITTEE
OF LUXFER HOLDINGS PLC**

MEMBERSHIP

- 1 The Nominating and Governance Committee (the "**Committee**") of the board of directors (the "**Board**") of Luxfer Holdings PLC (the "**Company**") shall consist of three or more directors. Each member of the Committee shall be an independent non-executive director, as determined by the Board, in accordance with the rules of the New York Stock Exchange and any additional requirements the Board deems appropriate.

- 2 The members of the Committee are appointed by the Board for such term or terms as the Board may determine or until earlier resignation, provided that the director still meets the criteria for membership of the Committee. The Board may remove any member from the Committee at any time with or without cause.

ATTENDANCE AT COMMITTEES

- 3 The Chief Executive Officer and, where relevant, appropriate external advisers, may attend the meetings of the Committee by invitation.

PURPOSE

- 4 The Committee is appointed by the Board to:
 - 4.1 Identify individuals qualified to become Board members, consistent with criteria approved by the Board and making recommendations to the Board as appropriate.
 - 4.2 Identify individuals qualified to become Senior Officers of the Company (other than its Board members), consistent with criteria approved by the Board and making recommendations to the Board as appropriate. These Senior Officers include the position of Chief Financial Officer, General Counsel, Group Financial Controller and Company Secretary.
 - 4.3 Develop and recommend to the Board a set of corporate governance principles applicable to the Company.
 - 4.4 Oversee the evaluation of the Board and management.
 - 4.5 Play a leadership role in the Company's corporate governance.

DUTIES AND RESPONSIBILITIES

- 5 The Committee shall have the following authority and responsibilities:
 - 5.1 To identify and review individuals qualified to become members of the Board, consistent with criteria approved by the Board.
 - 5.2 To identify and review individuals qualified to become Senior Officers of the Company (other than its Board members), consistent with criteria approved by the Board.
 - 5.3 To select and approve the nominees for director to be submitted to a shareholder vote at the annual meeting of shareholders under the retirement by rotation provisions in the company's articles of association subject to approval by the Board.
 - 5.4 To develop, subject to approval by the Board, a process for an annual evaluation of the Board and its committees and to oversee the conduct of this annual evaluation.
 - 5.5 If a vacancy on the Board and/or any Board committee, or of the Company's Senior Officers occurs, to identify and make recommendations to the Board regarding the selection and approval of candidates to fill such vacancy by the Board. In so doing the Committee shall evaluate the balance of skills, knowledge and experience on the Board before an appointment is made and based on such evaluation shall prepare a description of the role, capabilities and time commitment required for a particular appointment.
 - 5.6 To prepare a job specification, including time commitment expected for the appointment of a chairman of the Board. A proposed chairman's other significant commitments should be disclosed to the Board before appointment and any changes to the chairman's commitments should be reported to the Board as they arise.
 - 5.7 To review and discuss with management the disclosure regarding the operations of the Committee and director independence, and to recommend that this disclosure be approved by the Board.
 - 5.8 To investigate and make recommendations to the Board concerning any matter relating to the continuation in office of a director as a director at any time including the suspension or termination of service of an executive director as an employee of the company subject to the provisions of the law and their service contract.

- 5.9 Annually review the Company's corporate governance processes, and its governance principles, including such issues as the Board's organization, membership terms, and the structure and frequency of Board meetings, and recommend appropriate changes to the Board.
- 5.10 Oversee the orientation of new directors and continuing education of directors.
- 5.11 To develop and recommend to the Board for approval a succession plan (the "Succession Plan") for both executive and non-executive directors and in particular the key roles of chairman and chief executive, to review the Succession Plan periodically with the CEO and recommend to the Board any changes and any candidates for succession under the Succession Plan.
- 5.12 To review the management's Succession Plan, to ensure its adequacy taking into account the challenges and opportunities facing the Company and accordingly what skills will be needed on the Board in the future.
- 5.13 To review annually the time required from non-executive directors.

OUTSIDE ADVISORS

- 6 The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm as necessary to assist with the execution of its duties and responsibilities as set forth in these terms of reference. The Committee shall set the compensation which shall be reasonable, and oversee the work, of the director search firm.
- 7 The Committee shall have the authority, in its sole discretion, to retain and obtain the advice and assistance of outside counsel and such other advisors as it deems necessary to fulfill its duties and responsibilities under these terms of reference. The Committee shall set the compensation which shall be reasonable, and oversee the work, of its outside counsel and other advisors.
- 8 The Committee shall receive appropriate funding from the Company, as determined by the Committee in its capacity as a committee of the Board, for the payment of compensation to its consultants, outside counsel and any other advisors.
- 9 The director search firm, outside counsel and any other advisors retained by the Committee shall be independent as determined in the discretion of the Committee.

STRUCTURE AND OPERATIONS

- 10 The Board shall designate a member of the Committee as the chairperson who shall either be chairman of the Board or a non-executive director.
- 11 The Committee shall meet at least twice a year at such times and places as it deems necessary to fulfill its responsibilities.
- 12 The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.
- 13 The Committee is governed by the same rules regarding meetings (including meetings in person or by telephone or other similar communications equipment), action without meetings, notice, waiver of notice, and quorum and voting requirements as are applicable to the Board.
- 14 The Company Secretary shall act as secretary to the Committee.
- 15 The Committee shall review these terms of reference annually and recommend any proposed changes to the Board for approval.

DELEGATION OF AUTHORITY

- 16 The Committee shall have the authority to delegate any of its responsibilities, along with the authority to take action in relation to such responsibilities, to one or more subcommittees as the Committee may deem appropriate in its sole discretion.

PERFORMANCE EVALUATION

- 17 The Committee shall conduct an annual evaluation of the performance of its duties under these terms of reference and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

PUBLICATION OF TERMS OF REFERENCE

- 18 These terms of reference shall be made available on the Company's website.

ATTENDANCE AT THE AGM

- 19 The Chairman of the Committee should attend the Annual General Meeting to answer any shareholder questions on the activities of the Committee.