



**LUXFER**  
**NOMINATING AND GOVERNANCE COMMITTEE CHARTER**

Version 2.0  
Effective Date: December 11, 2019

## **1.0 PURPOSE**

- 1.1 The Nominating and Governance Committee (the “Committee”) is a standing committee of the Board of Directors of Luxfer Holdings PLC (the “Board”). The purpose of the Committee is to oversee the Board and management of Luxfer Holdings PLC (the “Company”) and to play a leadership role in the Company’s corporate governance. More specifically, the Committee is involved with (a) evaluating the Board and its skillset, identifying individuals qualified to join the Board (consistent with criteria set out in the Corporate Governance Guidelines and provided by the Board), and making recommendations as appropriate; (b) recommending whether incumbent Directors should stand for re-election to the Board; (c) providing recommendations to the Board relating to specific committee membership by Board members; (d) developing and recommending corporate governance principles applicable to the Board and the Company’s employees; (e) providing oversight of management succession planning; and (f) overseeing the Company’s organizational structure.

## **2.0 COMPOSITION**

- 2.1 The Nominating and Governance Committee shall consist of three or more Directors. Each member of the Committee (“Member”) shall be independent, as determined by the Board, in accordance with the rules of the New York Stock Exchange and any additional requirements the Board deems appropriate (an “Independent Director”). The Chair of the Board may be a Member of the Committee if he or she is an Independent Director. Desirable qualifications in Committee Members include experience in corporate governance, business or personnel management, human resources management, and organizational behavior.
- 2.2 The Board appoints Members in consideration of recommendations made by the Committee. Members may serve on the Committee for a period of up to three years, which may be extended for further periods of up to three years, provided the Director still meets the criteria for membership of the Committee, or until earlier resignation. The Board may remove any Member from the Committee at any time with or without cause.
- 2.3 The Board shall designate a Member to serve as Committee Chair, who shall be an Independent Director and not the current Chair of the Board.

## **3.0 ATTENDANCE AT COMMITTEES**

- 3.1 Only Members of the Committee have the right to attend Committee meetings. However, other Directors and the Chief Executive Officer (“CEO”) and, where relevant, appropriate external advisors, may attend Committee meetings by invitation.

## **4.0 DUTIES, RESPONSIBILITIES, AND AUTHORITY**

- 4.1 The Committee shall have the below-listed responsibilities and duties. In conducting such, the Members shall give due regard to the comments and recommendations of the UK Corporate Governance Code, the NYSE Listed Company Manual, and the U.S. Securities and Exchange Commission (“SEC”) regulations governing domestic issuers, as well as any other applicable rules or guidance insofar as they are applicable to the Company.

- (A) **Identification of New Director Candidates.** The Committee shall identify individuals believed to be qualified for Board membership and recommend such candidates to the Board to fill new or vacant positions. In recommending candidates, the Committee shall consider factors it deems relevant, consistent with criteria set out in the Corporate Governance Guidelines and provided by the Board. These factors may include skill, diversity, personal and professional integrity, experience with organizations of comparable structure and industry, and the candidate's qualifications in relation to the Board's current deficiencies. Additionally, the Committee shall review any legitimate candidates recommended by outside parties, as well as shareholder proposals relating to any candidate's nomination by shareholders. The Committee shall evaluate all potential candidates in the same manner, regardless of the recommendation's source.
- (B) **Evaluation of Incumbent Directors.** The Committee shall evaluate whether an incumbent Director should stand for election or re-election at the Annual General Meeting. The Committee shall consider the "Retirement of Directors by Rotation" provision contained in the Company's Articles of Association, the Director's performance as a Board member, and the value of their continued service. The Committee will make recommendations to the Board, and any final decision is subject to Board approval.
- (C) **Vacant Position Recommendations.** If a vacancy on the Board or any Board committee arises, or if an Executive Officer position becomes vacant, the Committee shall identify candidates and make recommendations in order to assist the Board in filling such vacancy. In doing so, the Committee shall evaluate the balance of skills, knowledge, and experience on the Board before an appointment is made, and based on such evaluation, prepare a description of the role, capabilities, and time commitment required for a particular appointment.
- (D) **Committee Member Recommendations.** The Committee shall recommend candidates for appointment to the Company's standing committees in accordance with the terms set forth in the committees' charters, with due consideration of legal and listing requirements taking into consideration and such other factors as it deems appropriate.
- (E) **Appointment of the Chair.** The Committee shall assist the Board in appointing the Chair of the Board. The Committee shall prepare a role description, including the capabilities and time commitment expected of the Chair of the Board; make inquiries as to a proposed-Chair's significant commitments; disclose those commitments to the Board; and monitor any changes in the Chair's significant commitments.
- (F) **Incumbent Director Monitoring.** As appropriate, the Committee shall investigate and make recommendations to the Board (at any time) in relation to a Director's continuation in office, 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 any such service contract.
- (G) **Development and Oversight of Annual Board Evaluation.** The Committee shall develop, subject to approval by the Board, a process for the annual evaluation of the Board and its

committees. Additionally, the Committee shall oversee the administration of this annual evaluation.

- (H) **Review of Corporate Governance.** At least annually, the Committee shall review the Company's corporate governance processes; its relevant policies (in accordance with the Board's Reservation of Powers); its Corporate Governance Guidelines; and the Company's general compliance with relevant NYSE Listed Company standards, SEC regulations governing domestic issuers, and other applicable law. The Committee shall consider the Board's organization, composition, membership terms, committee composition, meeting structure, and time commitments of non-executive Directors. Further, the Committee shall oversee the review and update of the Code of Ethics and Business Conduct, Corporate Governance Guidelines, and other relevant Company policies. The Committee shall make recommendations to the Board as appropriate.
- (I) **Assistance with Oversight of Compliance and Ethics Programs.** The Committee shall assist the Audit Committee in reviewing and monitoring the implementation and effectiveness of the Company's compliance and ethics program. While any issues may first be raised with or reported to management or the Audit Committee, as applicable, the Committee shall specifically address issues (excluding financial matters) involving compliance with the Code of Ethics and Business Conduct; Company policies; and general NYSE Listed Company standards, SEC regulations governing domestic issuers, and other applicable law. Particularly, the Committee shall be responsible for monitoring and receiving reports of any violations of the Code of Ethics and Business Conduct, in accordance with the reporting and enforcement provisions set forth in such Code. The Committee, with final approval from the Board, shall have responsibility for determining whether and on what terms to grant any Director or Executive Officer a waiver as to the Company's Code of Ethics and Business Conduct. At each Committee meeting, the Company Secretary, or his or her designee, shall report to the Committee on any such matters in which the Committee is not already informed. The Committee shall report and make recommendations to the Board on such matters as appropriate.
- (J) **Assistance in Succession Planning.** The Committee shall develop and recommend to the Board for approval a succession plan for both executive and non-executive Directors (particularly in relation to the key roles of Chair and CEO). The Committee shall review the succession plan periodically with the CEO and recommend to the Board any changes and any candidates for succession under such plan. Additionally, the Committee shall review the Company's management succession plan and ensure its adequacy, taking into account the Company's challenges and opportunities, as well as what skills will be needed within the Company in the future.
- (K) **Review of Annual Disclosure.** The Committee shall review and discuss with management the annual disclosure, particularly that included in the Company's proxy statement, which relates to the Company's corporate governance, the operations of the Board and its

committees, and Director independence. Following its review, the Committee shall recommend that this disclosure be approved by the Board.

- (L) ***Oversight of Director Orientation and Education.*** The Committee shall oversee and assist in the administration of Director Orientation. Additionally, the Committee shall monitor the continued education of Directors.
- (M) ***Access to External Advisors.*** The Committee shall have the authority, in its sole discretion, to select, retain and obtain the advice of a director search firm, outside counsel, and such other advisors as it deems necessary to assist with the execution of its duties and responsibilities as set forth in this Charter. The Committee shall set the compensation, which shall be reasonable, and oversee the work of such advisors. 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 external advisors. All external advisors shall be independent as determined in the discretion of the Committee.
- (N) ***Delegation.*** 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 a subcommittee comprised of one or more Committee Members, as the Committee may deem appropriate in its sole discretion.
- (O) ***Delegated Duties or Responsibilities.*** The Committee shall also carry out such other duties that may be delegated to it by the Board from time to time.

## **5.0 STRUCTURE AND OPERATIONS**

- 5.1 The Committee shall meet at least twice a year at such times and places as it deems necessary to fulfill its responsibilities. A minimum notice period of five days should be given for any meetings that are required and which do not occur in conjunction with the Board meeting schedule. If the matter is urgent and cannot wait until the next regular meeting of the Committee, the Articles of Association provision entitled “Resolution In Writing” will apply, construing references to the Directors as reference to Members and references to the Board as references to the Committee.
- 5.2 A quorum at any Committee meeting shall be at least two Members. All determinations of the Committee shall be made by a majority of its Members present at a meeting duly called or held, except as specifically provided herein (or where only two Members are present, by unanimous vote).
- 5.3 The Company Secretary, or his or her nominee, shall act as secretary to the Committee (the “Secretary”). At meetings where the Committee desires to discuss matters confidentially, a Member shall carry out the functions of the Secretary.
- 5.4 The Secretary, in conjunction with the Committee Chair, shall draw up an agenda, which shall be circulated to the Members, together with materials relating to the subject matter of each meeting, prior to each meeting.
- 5.5 Minutes for all meetings of the Committee shall be prepared to document the Committee’s discharge of its responsibilities. The minutes shall be circulated in draft form to all Committee

Members to ensure an accurate final record, approved at a subsequent meeting of the Committee, and distributed periodically to the Board. Provided however, in situations involving a conflict of interest, minutes shall not be circulated to a Director who is conflicted, unless such minutes are appropriately redacted.

5.6 Any Director whose performance is to be discussed at a Committee meeting should not attend such meeting unless specifically invited by the Committee. Any Committee Member may be excused from a meeting to permit the remaining Members to act on any matter in which such Member's participation is not appropriate.

5.7 The Committee shall report regularly to the Board regarding its actions and make recommendations to the Board as appropriate.

5.8 To the extent that this Charter does not specify otherwise, 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, quorum, and voting requirements as are applicable to the Board.

5.9 The Committee shall review this Charter annually and recommend any proposed changes to the Board for approval.

#### **6.0 PERFORMANCE EVALUATION**

6.1 The Committee shall conduct an annual evaluation of the performance of its duties under this Charter and shall present the results of the evaluation to the Board. The Committee shall conduct this evaluation in such manner as it deems appropriate.

#### **7.0 PUBLICATION OF CHARTER**

7.1 Consistent with the NYSE listing requirements, this Charter shall be made available on the Company's website.

#### **8.0 ATTENDANCE AT THE ANNUAL GENERAL MEETING**

8.1 The Committee Chair should attend the Annual General Meeting to answer any shareholder questions on the activities of the Committee.

STANDARD GOVERNANCE	
STANDARD PRACTICE APPROVALS	Luxfer Holdings PLC Board of Directors
VERSION	2.0
EFFECTIVE DATE	December 11, 2019
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NEXT REVIEW DATE	August 15, 2020