

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in any doubt as to what action you should take you are recommended to consult your stockbroker, bank manager, solicitor, accountant or other professional adviser.

If you have sold or otherwise transferred all of your ordinary shares in Luxfer Holdings PLC, please pass this document to the purchaser or transferee, or to the person who arranged the sale or transfer, so they can pass this document to the person who now holds the shares.

ANNUAL GENERAL MEETING

LUXFER HOLDINGS PLC (“Company”)

PART I

22 March 2018

Dear Shareholder,

Annual General Meeting 2018

I have the pleasure of enclosing the notice of the Company’s 2018 annual general meeting (“AGM”). This year the AGM will be held at our new registered address, and location of the UK part of our Luxfer MEL Technologies business, at Lumns Lane, Manchester M27 8LN on **Tuesday, 22 May 2018** 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. Further explanatory notes are set out in Part III of this document.

At the AGM, resolutions will be proposed in relation to the following matters:

Resolution 1: Report and Accounts

Shareholders will be asked to receive the Company's annual audited accounts for the year ended 31 December 2017 together with the reports of the Company's directors and auditors ("**2017 Report & Accounts**"). The 2017 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 35 to 52 of the 2017 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 director remuneration policy ("**Directors' Remuneration Policy**") during the year ended 31 December 2017.

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 Directors' Remuneration Policy is subject to binding shareholder vote by ordinary resolution at least every three years. The Directors' Remuneration Policy was last approved in 2017, however we are proposing some further changes and it is therefore subject to a vote again this year.

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

- The maximum annual cash bonus opportunity for the Chief Executive Officer has been increased from 150% to 200% of base salary. Included within this, the opportunity attributable to the achievement of specific additional non-financial targets set a maximum of 50% of base salary under the existing remuneration

policy, will now be set at the start of each year at the discretion of the Remuneration Committee.

- The maximum annual cash bonus opportunity for other Executive Directors remains unchanged at 120% of base salary. Included within this, the opportunity attributable to the achievement of specific additional non-financial targets set a maximum of 40% of base salary under the existing remuneration policy, will now be set at the start of each year at the discretion of the Remuneration Committee.
- The maximum value of share incentive awards under the long-term incentive plan (“LTiP”) available for the achievement of certain financial targets for the Chief Executive Officer has been increased from 150% to 220% of base salary and for the other Executive Directors increased from 120% to 150% of base salary.
- The Non-Executive Directors, at their discretion, may choose to forgo annual or periodic increases to cash fee, in lieu of an equivalent value of share awards. Awards will continue to be made annually immediately after the annual general meeting, however, as a result, the maximum value of these awards has been increased from 50% up to 55% of the Non-Executive Directors’ existing annual fee.

The revised Directors’ Remuneration Policy is available on the Company’s website (www.luxfer.com/governance/) and is posted as a standalone document.

Once the Directors’ 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 Directors’ Remuneration Policy or has been approved by a shareholder resolution.

If the Directors’ 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 Directors’ Remuneration Policy) is not approved by shareholders when put to an ordinary resolution prior to the expiry of the three-year period. If the Directors’ 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 Directors’ Remuneration

Policy and is expected to seek shareholder approval for a further revised Directors' Remuneration Policy as soon as is practicable.

Resolutions 4 to 9: Directors

The Company's articles of association require that at least 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 Alok Maskara, 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 19 to 21 of the 2017 Report & Accounts.

If all directors proposed are elected or re-elected by the shareholders, the board of directors will number six: one executive director 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.

Resolutions 10 and 11: Auditors

At each general meeting at which the Company's accounts are presented to the shareholders, 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 10 proposes the reappointment of PricewaterhouseCoopers LLP as auditors and resolution 11 authorises the Company's Audit Committee to agree the remuneration of the Auditors.

Resolution 12: Amendment of Articles of Association

This is a resolution that the existing Articles of Association of the Company be amended in respect of article 114, "Participation in Meetings by Telephone". It is currently stated that a meeting of the directors which takes place by conference telephone or other such communication equipment will be treated as taking place at the place where the chairman is.

This article is proposed to be amended to state that the location for such meetings will be determined as taking place where the largest group of participating directors is assembled or, if no such group is readily identifiable, they may decide that the meeting is to be treated as taking place wherever any of them is.

This amendment will require a special resolution of the shareholders.

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 shareholders as a whole and are most likely to promote the success of the Company for the benefit of its shareholders 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, 22 May 2018, 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 Lumns Lane, Manchester M27 8LN on **Tuesday, 22 May 2018 at 10.00am (UK time)** for the transaction of the business set out below.

To consider and, if thought fit, to pass the resolutions 1 to 12 (inclusive), as set out below, which, other than resolution 12 which shall be proposed as a special resolution, will all be proposed as ordinary resolutions. For each ordinary resolution to be passed, more than half of the votes cast must be in favour of the resolution. For the special resolution to be passed, 75% or more of the votes cast must be in favour of the resolution.

ORDINARY RESOLUTIONS

Report and Accounts

1. To receive and adopt the Company’s annual accounts for the year ended 31 December 2017 together with the reports of the Company’s directors and the auditors (“**2017 Report & Accounts**”).

Directors Remuneration

2. To receive and approve the Directors’ Remuneration Report contained within the 2017 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 Alok Maskara as a director of the Company.
5. To re-elect Adam Cohn as a director of the Company.
6. To re-elect Clive Snowden as a director of the Company.
7. To re-elect Joseph Bonn as a director of the Company.
8. To re-elect Brian Kushner as a director of the Company.
9. To re-elect David Landless as a director of the Company.

Auditors

10. 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.
11. To authorise the Audit Committee of the Company to agree the remuneration of the Auditors.

SPECIAL RESOLUTION

Amendment of Articles of Association

12. To amend the Company’s Articles of Association by replacing article 114 with the following:

“All or any of the members of the board may participate in a meeting of the board by means of a conference telephone or any communication equipment which allows all persons participating in the meeting to speak to and hear each other. A person so participating shall be deemed to be present in person at the meeting and shall be entitled to vote and be counted in a quorum accordingly. Any such meeting is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, the participating directors may decide that the meeting is to be treated as taking place wherever any of them is.”

BY ORDER OF THE BOARD



Jamie Savage
Company Secretary

LUXFER HOLDINGS PLC

Registered Office:
Lumns Lane
Manchester
M27 8LN

(incorporated and registered in England and Wales under number 3690830)
22 March 2018

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 shareholder may cast) a shareholder must be registered on the Company's register of members as a holder of ordinary shares as at:

- 10:00 am on Friday, 18 May 2018 (UK time); or
- if the AGM is adjourned, 48 hours before the time of any such adjourned AGM (excluding any part of a day which is not a working day) (the “**Voting Record Date**”).

2. Difference between holding shares as a “shareholder of record” and in “street name”

- Shareholders of record – If, on the record date, your shares are registered directly in your name with the transfer agent and registrar, Computershare Investor Services PLC (“**Computershare**”), then you are the shareholder of record. As a shareholder of record, you may vote in person at the AGM or vote by proxy.
- Holding shares in “street name” – If your shares are held in an account at a brokerage firm, bank, or other nominee (meaning you are considered the beneficial owner of shares held in “street name”) and our proxy materials are being made available or forwarded to you by or on behalf of your broker, bank, or other nominee. The entity holding your account is considered the shareholder of record for purposes of voting at the AGM. However, as the beneficial owner, you have the right to direct your broker, bank, or other nominee, on how to vote your shares in your account. If you wish to attend the AGM and/or vote in person at the AGM, you should obtain a valid legal proxy card from your broker, bank, or other nominee, and present it to Computershare at the AGM.

3. Each shareholder may be asked to present valid picture identification, such as a driver's license or passport. Shareholders holding shares in “street name” are required to show a brokerage statement or account statement reflecting share ownership as of the Voting Record Date in order to obtain admittance to the AGM. However, if you hold shares in “street name” you will not be allowed to vote at the AGM unless you obtain a valid legal proxy card from your broker, bank, or other nominee, as indicated above.

4. Please refer to the instructions described below under the heading “Voting”.

Appointment of proxies

5. If you are a shareholder of record of the Company as of the Voting Record Date, 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 Computershare. You can only appoint a proxy using the procedures set out in these notes and the notes to Computershare's proxy form.

6. A proxy does not need to be a shareholder 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.

7. 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 Computershare's proxy form.

8. 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.

9. To appoint a proxy, Computershare's proxy form must be:

- completed and signed;
- sent or delivered to **Computershare Investor Services PLC, 250 Royall St., Canton, MA 02021 United States**; and
- received by Computershare by no later than **10:00am (UK time) on Friday, 18 May 2018**; or if the AGM is adjourned, at least 48 hours before the time of any such adjourned AGM (excluding any part of a day which is not a working day).

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 shareholders

10. 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

11. To change your proxy instructions simply submit a new proxy appointment using the methods set out in note 9 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

12. In order to revoke a proxy instruction, you will need to inform Computershare by sending a signed hard-copy notice clearly stating your intention to revoke your proxy appointment to the address set out in note 9. In the case of a shareholder 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 Computershare by no later than **10.00 am (UK time) on Friday, 18 May 2018**, or if the AGM is adjourned, at least 48 hours before the time of any such adjourned AGM (excluding any part of a day which is not a working day).

13. 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

14. A corporation which is a shareholder can appoint one or more corporate representatives who may exercise, on its behalf, all its powers as a shareholder provided that no more than one corporate representative exercises powers over the same share.

Website publication of audit concerns

15. Pursuant to section 527 of the Companies Act 2006, where requested by a shareholder meeting the qualification criteria set out in that section, the Company must publish on its website a statement setting out any matter that such shareholder 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 shareholder 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

16. 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 2017;
- the Directors' Remuneration Policy, as proposed to be revised; and
- the Company's articles of association.

Voting

17. If you are a shareholder of record, you may appoint a proxy to vote on your behalf as set out under the heading "Appointment of proxies" above.

If you properly give instructions as to your proxy appointment by executing and returning a paper proxy card, and your proxy appointment is not subsequently revoked, your shares will be voted in accordance with your instructions.

Alternatively, you can attend the meeting and vote your shares in person.

Please refer to the instructions described above under the heading “Entitlement to attend and vote”.

18. If you hold your shares in “street name” you should follow the directions provided by your broker, bank or other nominee. Depending on the policies of your broker, bank or other nominee, you may be able to submit instructions by telephone or via the internet to your broker, bank or other nominee, or request and return a paper proxy card to your broker, bank or other nominee. If you hold shares in “street name” and wish to vote at the AGM, you must obtain a valid legal proxy, as described above under the heading “Entitlement to attend and vote”.

19. Shareholders should specify their choice for each resolution to be voted upon at the AGM. If no proxy card or voting instruction form is returned or if a proxy card or voting instruction form is signed and returned but no specific instructions are given on one or more of the resolutions to be voted upon at the AGM, proxies will be voted in accordance with applicable rules, laws and regulations as follows:

- Shareholders of record – If you are a shareholder of record and you do not return a proxy card, your shares will not be voted at the AGM and your shares will not be counted for purposes of determining whether a quorum exists for the AGM. If you do sign and send your proxy card but do not indicate how you want your shares to be voted on one or more resolutions to be voted upon at the AGM, then to the extent you did not specify a choice, 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.
- Holders of shares in “street name” – If you hold your shares in “street name” and (i) you do not provide your broker, bank or other nominee who holds your shares with voting instructions or (ii) you do provide a voting instruction form but you fail to specify your voting instructions on one or more of the resolutions to be voted upon at the AGM, under applicable rules, laws and regulations, your broker, bank or other nominee may exercise discretionary authority to vote your shares on routine proposals, but do not have discretion to vote your shares on non-routine proposals, such as in respect of the election of directors or in relation to executive compensation.

20. Voting on all resolutions shall be conducted by way of a poll rather than by a show of hands. On a poll, every shareholder has one vote for every share held.

21. 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.

22. 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

23. You may not use any electronic address provided in any related documents (including the Chairman's letter and the proxy form) to communicate with Computershare or the Company for any purposes other than those expressly stated.