

# 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

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THURSDAY, JUNE 5, 2025

8:30 AM BST

MANCHESTER, ENGLAND





# Board of Directors

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**Andy Butcher**  
CEO and Executive  
Director



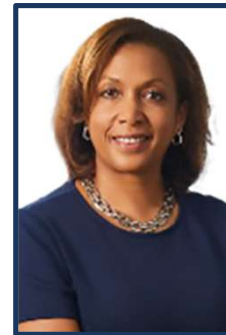
**Patrick Mullen**  
Board Chair



**Richard Hipple**  
Non-Executive  
Director



**Clive Snowdon**  
Non-Executive  
Director



**Sylvia A. Stein**  
Non-Executive  
Director



**Lisa Trimberger**  
Non-Executive  
Director



# Executive Leadership Team

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**Andy Butcher**  
CEO



**Steve Webster**  
CFO



**Peter Gibbons**  
Vice President &  
General Manager  
*Luxfer Graphic Arts*



**Mark Lawday**  
Vice President &  
General Manager  
*Luxfer Gas Cylinders  
Europe*



**Howard Mead**  
Vice President &  
General Manager  
*Luxfer Gas Cylinders  
Composite*



**Jeff Moorefield**  
Vice President &  
General Manager  
*Luxfer Magtech*



**Graham Wardlow**  
Divisional Managing  
Director  
*Luxfer MEL Technologies*



# Notice of 2025 Annual General Meeting

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## Ordinary Resolutions:

1. To re-elect Andy Butcher as a Director of the Company.
2. To re-elect Patrick Mullen as a Director of the Company.
3. To re-elect Richard Hipple as a Director of the Company.
4. To re-elect Clive Snowden as a Director of the Company.
5. To re-elect Sylvia A. Stein as a Director of the Company.
6. To re-elect Lisa Trimmerger as a Director of the Company.
7. To approve, by non-binding advisory vote, the Directors' Remuneration Report for the year ended December 31, 2024.
8. To approve, by non-binding advisory vote, the compensation of the Company's Named Executive Officers for the year ended December 31, 2024.
9. To approve, by non-binding advisory vote, the frequency of "Say-on-Pay" votes.
10. To ratify the re-appointment of PricewaterhouseCoopers LLP as the independent auditor of the Company (the "Independent Auditor") until conclusion of the 2026 Annual General Meeting.

11. To authorize the Audit Committee of the Board of Directors to set the Independent Auditor's remuneration.
12. To authorize the Board of Directors to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company, pursuant to section 551 of the U.K. Companies Act 2006 (the "Companies Act").

## Special Resolutions

13. Subject to Resolution 12 being duly passed as an ordinary resolution, to authorize the Board of Directors to issue equity securities for cash and/or sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Companies Act regarding preemptive rights does not apply to such issuance or sale, pursuant to sections 570 and 573 of the Companies Act.
14. To authorize the Company to make off-market purchases (within the meaning of section 694 of the Companies Act 2006) of the Company's ordinary shares and approve a form of share repurchase contract to effect such repurchases.



# Voting Procedures

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- Enter your full name or the name of the shareholder you are representing on your poll card
- Complete a different poll card for each shareholder
- Record your vote by checking the appropriate circle next to each resolution
- If you intend to split your vote, indicate the number of votes you wish to cast in the relevant boxes
- Sign the poll card at the bottom
  - If you are a proxy, include this designation next to your signature
- Deposit your poll card in the poll box
  - Voting closes 10 minutes after the end of the meeting
- If you have questions or need assistance completing your poll card, please speak with Benjamin Coulson
  - We are not authorized to advise you on the resolutions or your vote



# **VOTING SUMMARY**





# Resolution 1

To re-elect Andy Butcher as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	21,655,802	99.65
Against	72,864	0.34
Abstain	2,108	0.01
Non-Votes	1,383,115	
Total Votes Cast	23,113,889	





## Resolution 2

To re-elect Patrick Mullen as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	21,604,241	99.42
Against	121,852	0.56
Abstain	4,681	0.02
Non-Votes	1,383,115	
Total Votes Cast	23,113,889	





## Resolution 3

To re-elect Richard Hipple as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	21,335,560	98.18
Against	391,533	1.80
Abstain	3,681	0.02
Non-Votes	1,383,115	
Total Votes Cast	23,113,889	



## Resolution 4

To re-elect Clive Snowdon as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	21,201,564	97.57
Against	524,529	2.41
Abstain	4,681	0.02
Non-Votes	1,383,115	
Total Votes Cast	23,113,889	



## Resolution 5

To re-elect Sylvia A. Stein as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	21,604,353	99.42
Against	89,440	0.41
Abstain	36,981	0.17
Non-Votes	1,383,115	
Total Votes Cast	23,113,889	



## Resolution 6

To re-elect Lisa Trimberger as a Director of the Company.

The Board of Directors recommends a vote “FOR” the election of each Director nominee.

	Number of Votes	% of Total Votes
For	21,565,633	99.24
Against	160,354	0.74
Abstain	4,787	0.02
Non-Votes	1,383,115	
Total Votes Cast	23,113,889	



## Resolution 7

To approve, by non-binding advisory vote, the Directors' Remuneration Report for the year ended December 31, 2024.

The Board of Directors and the Remuneration Committee recommend a vote "FOR" the approval of the Directors' Remuneration Report for the year ended December 31, 2024.

	Number of Votes	% of Total Votes
For	21,344,813	98.22
Against	379,350	1.75
Abstain	6,611	0.03
Non-Votes	1,383,115	
Total Votes Cast	23,113,889	



## Resolution 8

To approve, by non-binding advisory vote, the compensation of the Company's Named Executive Officers for the year ended December 31, 2024.

The Board of Directors and the Remuneration Committee recommend a vote "FOR" the approval of the Named Executive Officers' compensation for the year ended December 31, 2024.

	Number of Votes	% of Total Votes
For	21,344,052	98.22
Against	380,100	1.75
Abstain	6,622	0.03
Non-Votes	1,383,115	
Total Votes Cast	23,113,889	



## Resolution 9

To approve, by non-binding advisory vote, the frequency of “Say-on-Pay” votes.

The Board of Directors and the Remuneration Committee recommend a vote of “EVERY 1 YEAR” as to the frequency of Say-on-Pay Votes on executive compensation.

	Number of Votes	% of Total Votes
1 Year	20,962,906	96.46
2 Years	3,260	0.02
3 Years	760,109	3.50
Abstain	4,499	0.02
Non-Votes	1,383,115	
Total Votes Cast	23,113,889	





## Resolution 10

To ratify the re-appointment of PricewaterhouseCoopers LLP as the independent auditor of the Company (the “Independent Auditor”) until conclusion of the 2026 Annual General Meeting.

The Board of Directors and the Audit Committee recommend a vote “FOR” the ratification of the re-appointment of PricewaterhouseCoopers LLP as the Company’s Independent Auditor through conclusion of the 2026 Annual General Meeting.

	Number of Votes	% of Total Votes
For	22,477,336	97.24
Against	632,699	2.74
Abstain	3,854	0.02
Non-Votes	0	
Total Votes Cast	23,113,889	



## Resolution 11

To authorize the Audit Committee of the Board of Directors to set the Independent Auditor's remuneration.

The Board of Directors and the Audit Committee recommend a vote "FOR" the authorization of the Audit Committee to set the Independent Auditor's remuneration.

	Number of Votes	% of Total Votes
For	23,104,833	99.96
Against	5,364	0.02
Abstain	3,692	0.02
Non-Votes	0	
Total Votes Cast	23,113,889	



## Resolution 12

To authorize the Board of Directors to issue shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company, pursuant to section 551 of the U.K. Companies Act 2006 (the “Companies Act”).

The Board of Directors recommends a vote “FOR” the authorization of the Board of Directors to issue shares and to grant rights to subscribe for or convert securities into shares.

	Number of Votes	% of Total Votes
For	22,380,122	96.83
Against	731,394	3.16
Abstain	2,373	0.01
Non-Votes	0	
Total Votes Cast	23,113,889	



## Special Resolution 13

Subject to Resolution 12 being duly passed as an ordinary resolution, to authorize the Board of Directors to issue equity securities for cash and/or sell ordinary shares held by the Company as treasury shares for cash, in each case as if section 561 of the Companies Act regarding preemptive rights does not apply to such issuance or sale, pursuant to sections 570 and 573 of the Companies Act.

**The Board of Directors recommends a vote “FOR” the authorization of the Board of Directors to disapply preemptive rights with respect to equity securities issued and/or treasury shares sold for cash.**

	Number of Votes	% of Total Votes
For	23,057,533	99.75
Against	50,315	0.22
Abstain	6,041	0.03
Non-Votes	0	
Total Votes Cast	23,113,889	



## Special Resolution 14

To authorize the Company to make off-market purchases (within the meaning of section 694 of the Companies Act 2006) of the Company's ordinary shares and approve a form of share repurchase contract to effect such repurchases.

The Board of Directors recommends a vote "FOR" the authorization of the company to repurchase ordinary shares pursuant to a repurchase contract and the approval of the terms of the form of repurchase contract.

	Number of Votes	% of Total Votes
For	23,091,404	99.90
Against	4,498	0.02
Abstain	17,987	0.08
Non-Votes	0	
Total Votes Cast	23,113,889	



**THANK YOU  
FOR BEING A  
LUXFER  
SHAREHOLDER**

We appreciate your participation in our 2025 Annual General Meeting