

Company number 03690830

PUBLIC COMPANY LIMITED BY SHARES

Luxfer Holdings PLC (Company)

ORDINARY AND SPECIAL RESOLUTIONS OF THE MEMBERS IN GENERAL MEETING

At an annual general meeting of the Company duly convened and held on 24 May 2016, the following resolutions were duly passed as an ordinary and a special resolution

ORDINARY RESOLUTION

Resolution 1: Ordinary resolution to grant directors authority to allot shares

That

- a the directors be generally and unconditionally authorised (in substitution for all subsisting authorities to the extent unused), for the purposes of section 551 of the Companies Act 2006, to exercise all powers of the Company to allot shares in the Company and to grant rights to subscribe for or to convert any security into shares in the Company up to an aggregate nominal amount of £20,000,000 to such persons and at such times and on such terms as they think proper, provided that this authority shall, unless renewed, varied or revoked by the Company, expire on 23 May 2021,
- b the directors be and hereby are authorised to make, before the authority set out in paragraph (a) above has expired, any offer or agreement which would or might require shares in the Company to be allotted or rights to subscribe for or convert securities into shares in the Company to be granted after such expiry and the directors may allot shares or grant rights to subscribe for or convert securities into shares in pursuance of any such offer or agreement notwithstanding that such authority has expired,
- c subject to paragraph (d) below, all subsisting authorities conferred on the directors pursuant to section 551 of the Companies Act 2006 be and are hereby revoked, and
- d paragraph (c) above shall be without prejudice to the continuing authority of the directors to allot shares, or grant rights to subscribe for, or convert any security into shares, pursuant to an offer or agreement made by the Company before the expiry of the authority to which such offer or agreement was made, and to any allotment of shares or grant of rights already made pursuant to any such authority

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SPECIAL RESOLUTION

Resolution 2: Special resolution to disapply pre-emption rights

That, subject to the passing of the resolution above, and in substitution for all subsisting authorities (but without prejudice to any allotment of equity securities already made pursuant to such previous authorities), the directors be and are hereby generally empowered, in accordance with section 570 of the Companies Act 2006, to allot equity securities (as defined in section 560 of the Companies Act 2006) for cash pursuant to the authority conferred on the directors by the resolution above as if section 561 of the Companies Act 2006 did not apply to such allotment. This power

- a shall be limited to the allotment of equity securities up to an aggregate nominal amount of £20,000,000, and
- b shall expire on 23 May 2021 (unless previously renewed, varied or revoked by the Company) save that the Company may, before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry, and the directors may allot equity securities in pursuance of any such offer or agreement as if the power conferred by this Resolution had not expired

Signed by



Director/Secretary

Dated

8th June 16

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