
PUBLIC COMPANY LIMITED BY SHARES

LUXFER HOLDINGS PLC
(the "Company")

Ordinary and Special Resolutions of the Members in General Meeting

At an annual general meeting of the Company duly convened and held on 7 June 2023, the following resolutions were duly passed as an ordinary resolution and special resolution:

Ordinary Resolution

Resolution 12: Authority to Allot Shares and to Grant Rights to Subscribe for or Convert Securities into Shares

12. IT IS RESOLVED that:

- (a) the Board of Directors be generally and unconditionally authorized, for the purposes of section 551 of the Companies Act, 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 \$8,752,767 to such persons and at such times and on such terms as the Directors think proper, provided that this authority shall, unless renewed, varied, or revoked by the Company, expire upon conclusion of the next Annual General Meeting of the Company or, if earlier, the close of business on the date that is fifteen (15) months after the date on which this Resolution 12 is passed;
- (b) the Directors be authorized 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 existing authorities conferred on the Board of Directors pursuant to section 551 of the Companies Act be revoked; and
- (d) paragraph (c) above shall be without prejudice to the continuing authority of the Board of 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.

Special Resolution

Resolution 13: Authority to Disapply Preemption Rights to Equity Securities Allotted or Sold for Cash

13. **IT IS RESOLVED** that, subject to Resolution 12 being duly passed as an ordinary resolution, the Board of Directors be generally authorized, in accordance with sections 570 and 573 of the Companies Act, to allot equity securities (as defined in section 560 of the Companies Act) for cash, pursuant to the authority conferred on the Board by Resolution 12 above, and/or to sell ordinary shares (as defined in section 560 of the Companies Act) held by the Company as treasury shares for cash, in each case as if section 561 of the Companies Act did not apply to any such allotment or sale. This power:

- (a) shall be limited to the allotment of equity securities or sale of treasury shares up to an aggregate nominal amount of \$1,326,177 for any purpose;
- (b) shall expire upon conclusion of the 2024 Annual General Meeting or, if earlier, the close of business on the date that is fifteen (15) months after the date on which this resolution is passed (unless previously renewed, varied or revoked by the Company), save that the Board may, before such expiry, make an offer or agreement which would or might require equity securities to be allotted and/or treasury shares to be sold after such expiry, and the Directors may allot equity securities and/or sell treasury shares in pursuance of any such offer or agreement as if the power conferred by this Resolution 13 had not expired; and
- (c) is in substitution for all subsisting authorities (but without prejudice to any allotment of equity securities already made pursuant to such previous authorities).

Signed: Megan E. Glise

Name: Megan E. Glise

Title: Secretary

Dated: 12 June 2023