

This document is important and requires your immediate attention. If you are in any doubt as to any aspect of the proposals referred to in this document or to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser or other independent adviser authorised under the Financial Services and Markets Act 2000 immediately. If you have sold or otherwise transferred all your Shares in Vesuvius plc, please pass this document, together with the accompanying Form of Proxy, to the purchaser or transferee, or to the stockbroker, bank or other agent through whom you made the sale or transfer, for transmission to the purchaser or transferee.

2024 Annual General Meeting ("AGM")

We are looking forward to welcoming Shareholders in person to the AGM. Shareholders who cannot attend in person are invited to join a webinar of the proceedings of the AGM. Details of how to access the webinar will be available on the Company's website: www.vesuvius.com, on the day of the meeting.

The AGM will be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Wednesday 15 May 2024 at 11.00am (please see the map on page 12 of this document showing the location of the venue).

VESUVIUS PLC

(Company number 8217766)

Notice of Annual General Meeting Wednesday 15 May 2024

Think beyond.

Shape the future.

The Annual General Meeting of the Company will be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Wednesday 15 May 2024 at 11.00am. Notice of the Annual General Meeting is set out on pages 4 to 7 of this document and is accompanied by an explanation of the business to be transacted at the AGM.

Shareholders will have received a reply-paid Form of Proxy for the AGM. You are requested to complete and return the Form of Proxy as soon as possible and, in any event, so as to arrive no later than 11.00am on Monday 13 May 2024, being 48 hours before the time the AGM begins. Alternatively, you can choose to submit your proxy votes electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Numbers printed on your Form of Proxy. If you vote electronically, you will not need to return the Form of Proxy. Arrangements have been made for CREST Members to appoint a proxy or proxies through the CREST electronic appointment service or via the Proxymity platform. Further details are included in Notes 10, 11, 12, 13 and 14 on pages 6 and 7 of the Notice of AGM.

To the holders of Vesuvius plc Ordinary SharesVesuvius plc
165 Fleet Street
London
EC4A 2AE

Registered in England & Wales number 8217766

20 March 2024

Dear Shareholder,

I am writing to you to inform you that the Vesuvius plc annual report and accounts for the year ended 31 December 2023 (the "Annual Report") has now been published. If you have requested a printed copy of the Annual Report, it is enclosed with this letter. If you agreed to receive your Annual Report electronically, please accept this letter as notification that Vesuvius' Annual Report is now available on the Company's website, <https://report2023.vesuvius.com>.

2024 Annual General Meeting ("AGM")

We will be holding Vesuvius' AGM at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Wednesday 15 May 2024 at 11.00am. I and my fellow Directors are looking forward to meeting you and invite Shareholders to attend the AGM in person. Shareholders who are unable to attend the AGM in person are invited to join a webinar of the proceedings, details of how to access this will be available on the Company's website: www.vesuvius.com, on the day of the meeting.

Shareholders' views are important to us and we consider the AGM to be an important event in our calendar and an opportunity to engage with our Shareholders. Shareholders who are unable to attend the AGM in person may submit questions about the business of the AGM in advance of the Meeting to the Company Secretary at: Vesuvius plc, 165 Fleet Street, London EC4A 2AE, England or by e-mail (for this purpose only) to: shareholder.information@vesuvius.com. If we receive your questions by 30 April 2024, we will aim to provide answers to all pre-submitted questions on the Vesuvius website: www.vesuvius.com/en/investors/shareholder-information/shareholder--meetings.html before the deadline for proxy appointments, so that you can make a fully informed voting decision. Please include in your letter or email your full name and Shareholder Reference Number which can be found on your Form of Proxy, share certificate or your dividend confirmation voucher. We strongly encourage you to use your proxy vote and register your votes as soon as practicable.

After the AGM, the results of the Shareholder votes will be announced on the Company's website and you will also be able to access a recording of the meeting for a period of 30 days.

Business of the Meeting

The formal Notice of the AGM is set out on pages 4 to 7 (the "Notice of AGM"), and full details of the resolutions to be proposed at the AGM are contained in the Explanatory Notes on pages 8 to 12 of this document.

Election and Re-election of Directors

Since the last AGM, the Nomination Committee has continued to focus on Board succession planning. In September 2023, we welcomed Robert MacLeod to the Board. Robert is a Qualified Chartered Accountant, with significant experience in large multinational companies. He is a highly knowledgeable corporate and operational finance professional with a wealth of general management and financial leadership experience, and has already made a significant contribution to the Board.

In February 2024, we were pleased to announce that, subject to shareholders approving her appointment at the AGM, Eva Lindqvist will join the Board. Eva is an engineer with more than 35 years' experience in global industrial and service businesses, and I know she will be a valuable addition to the Board. Having reviewed her other commitments the Board believes that she will be able to devote the necessary amount of time to the Company's business. Eva has been appointed on the same terms as the other Non-executive Directors, details of which can be found in the Annual Report. As at 20 March 2024, she did not hold any interests in the ordinary shares of the Company.

Douglas Hurt reaches the ninth anniversary of his appointment to the Board in April 2024 and he will therefore step down at the conclusion of the AGM. On behalf of the Board I would like to thank Douglas for his dedicated service, wise counsel and exceptional support over the years, both as Senior Independent Director and Chairman of the Audit Committee. It is proposed that Robert succeeds Douglas as Chair of the Audit Committee and Eva succeeds him as Senior Independent Director, at the conclusion of the AGM.

In line with the Company's Articles of Association and the UK Corporate Governance Code (the "Code"), all the Directors with the exception of Douglas Hurt, will therefore retire at the AGM, and will seek election or re-election by the shareholders. Biographical details of all of the Directors are given on pages 8 and 9, itemising the specific skills and contribution of each Director to the Company's long-term success.

During 2023 the Board again conducted a formal and rigorous evaluation of the Board's performance and effectiveness. The evaluation was externally facilitated by the corporate advisory firm Lintstock Ltd, and included an evaluation of the performance of the Board, the Board's Committees and the individual performance of each Board member. This process enabled the Board to reflect on its role supporting the business in the achievement of its strategic and operational objectives. Overall, the Board was felt to be well-composed with a good range of skills and experience, covering a mixture of different industrial sectors, functional expertise and geographies. The evaluation highlighted a number of ongoing Board priorities, which the Board will be progressing in 2024.

The Board also reviewed the time given by each of the Non-executive Directors to performing their duties on behalf of the Company, and concluded that each of the Directors devotes the necessary amount of time to the Company's business.

As Chairman, I believe that the contribution and performance of each of the Directors remains valuable and relevant, and they continue to discharge their roles and responsibilities effectively. They all demonstrate commitment to the Company and it is appropriate that all Directors standing for election or re-election should continue to serve on the Board.

Auditor

PricewaterhouseCoopers LLP ("PwC") was appointed as the Company's external auditor in 2017. During 2023, the Audit Committee conducted a formal assessment of PwC's performance, and concluded that PwC had provided an effective and objective audit process for the 2022 financial year, exhibiting strong technical expertise and appropriate challenge. The Audit Committee also confirmed that it considered that PwC was appropriately independent and objective, and therefore recommended to the Board that PwC be reappointed for 2024. In making this recommendation the Audit Committee confirmed that its decision was free from the influence of any third party and that there were no contractual restrictions on the choice of auditor. A resolution for the reappointment of PwC is therefore being proposed at this AGM.

Directors' authority to allot shares other than on a pre-emptive basis

If the Directors wish to allot Shares in certain circumstances, these Shares must be offered first to Shareholders in proportion to their existing holdings (a pre-emptive basis). This requirement can be modified or disapplied to give the Directors greater flexibility in raising capital for the Company. The Board considers it appropriate for the Company to seek approval from Shareholders to waive these rights in certain circumstances, in order to allow the Company greater flexibility to react to future business needs without the need to comply with the strict requirements of the statutory pre-emption provisions.

The Pre-Emption Group updated their guidance around the disapplication of pre-emptive rights in November 2022. The changes aimed to help UK-listed companies to raise equity capital more quickly and efficiently, without making a full public offer to all shareholders. Our resolutions were updated at the AGM in 2023 to reflect the revised Pre-Emption Group guidance and we will request updated authorities from shareholders in respect of non pre-emptive offers at the AGM. The details of this proposal can be found in Resolutions 17 and 18 and the Explanatory Notes on pages 10 and 11.

Purchase of Own Shares

In accordance with the authority granted by shareholders at the 2023 AGM, the Company announced a Share Buyback Programme on 4 December 2023. Since the commencement of the Share Buyback Programme to repurchase up to £50 million of ordinary shares, up to the date of this Notice, the Company has purchased 3,223,149 ordinary shares for a consideration of £15,333,388. All purchased shares have been, or will shortly be, cancelled. It is our intention to renew the purchase of own shares authority at the AGM.

Shareholder Information

Shareholder information is available to view online on our website at: www.vesuvius.com/en/investors.html including a webcast of the presentation given by the Chief Executive on the Company's 2023 Financial Results. Along with the Annual Report you can access other information including an electronic copy of the Notice of AGM which is available at: www.vesuvius.com/en/investors/shareholder-information/shareholder--meetings.html.

Voting

All Shareholders who have not specifically opted for email communication, will have received a reply-paid Form of Proxy to return. Alternatively, you can choose to submit your proxy votes electronically at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Numbers printed on your Form of Proxy. You are requested to complete and return the Form of Proxy or submit your electronic voting instruction as soon as possible and, in any event, so as to arrive no later than 11.00am on Monday 13 May 2024, being 48 hours before the time the AGM begins. The completion and return of a Form of Proxy or submission of an electronic voting instruction does not of itself preclude Shareholders from attending and voting in person at the AGM or attending the virtual meeting. Arrangements have been made for CREST Members to appoint a proxy or proxies through the CREST electronic appointment service or via the Proximity platform. Further details are included in Notes 10, 11, 12, 13 and 14 on pages 6 and 7 of the Notice of AGM.

As soon as practicable after the AGM the results of the poll (and other information required by Section 341 of the Companies Act) will be announced via a regulated information service and made available on the Company's website – www.vesuvius.com.

Electronic Communications

If you have received a paper copy of the 2023 Annual Report and would like to receive future Annual Reports, notices of general meetings and other shareholder notifications online please visit Equiniti's website at www.shareview.co.uk, contact Equiniti by telephone on +44 (0)371 384 2335, or alternatively write to Equiniti Registrars, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, stating your name, address, shareholding and Shareholder Reference Number. If you are already receiving notifications from the Company electronically, and would like us to amend your records to receive a paper copy of future Annual Reports, please contact Equiniti on the contact details above.

Recommendation

The Directors believe that all the proposed resolutions to be considered at the AGM are in the best interests of the Company and its Shareholders as a whole. Your Directors therefore recommend Shareholders to vote in favour of each of these resolutions, as they intend to do in respect of their own shareholdings.

Thank you for your continued support of Vesuvius plc.

Yours sincerely

Carl-Peter Forster Chairman

Vesuvius plc

Notice of Annual General Meeting 2024

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of Vesuvius plc (the "Company") will be held at the offices of Linklaters LLP, One Silk Street, London EC2Y 8HQ on Wednesday 15 May 2024 at 11.00am for the transaction of the following business:

To consider and, if thought fit, to pass resolutions 1 to 16 as ordinary resolutions and resolutions 17 to 20 as special resolutions:

Ordinary Resolutions

1. THAT the annual report and accounts for the year ended 31 December 2023 be received. (See Explanatory Notes – page 8)
2. THAT a final dividend of 16.2 pence per Ordinary Share for the year ended 31 December 2023 be declared, to be paid on 31 May 2024 to holders of Ordinary Shares in the capital of the Company ("Ordinary Shareholders") on the register of members at the close of business on 19 April 2024. (See Explanatory Notes – page 8)
3. THAT the Directors' Remuneration Report (excluding the Directors' Remuneration Policy), as is set out on pages 108 to 113 and pages 122 to 135 in the annual report and accounts for the year ended 31 December 2023, be approved. (See Explanatory Notes – page 8)
4. THAT Ms Eva Lindqvist be elected a Director of the Company. (See Explanatory Notes – page 8)
5. THAT Mr Robert MacLeod be elected a Director of the Company. (See Explanatory Notes – page 8)
6. THAT Mr Patrick André be re-elected a Director of the Company. (See Explanatory Notes – pages 8)
7. THAT Ms Carla Bailo be re-elected a Director of the Company. (See Explanatory Notes – page 9)
8. THAT Mr Mark Collis be re-elected a Director of the Company. (See Explanatory Notes – page 9)
9. THAT Ms Kath Durrant be re-elected a Director of the Company. (See Explanatory Notes – page 9)
10. THAT Mr Carl-Peter Forster be re-elected a Director of the Company. (See Explanatory Notes – page 9)
11. THAT Mr Dinggui Gao be re-elected a Director of the Company. (See Explanatory Notes – page 9)
12. THAT Ms Friederike Helfer be re-elected a Director of the Company. (See Explanatory Notes – page 9)
13. THAT PricewaterhouseCoopers LLP be reappointed as Auditor of the Company to hold office from the conclusion of the Meeting until the conclusion of the next Annual General Meeting of the Company at which accounts are laid. (See Explanatory Notes – page 9)
14. THAT the Directors be authorised, subject to the passing of Resolution 13 above, to determine the Auditor's remuneration. (See Explanatory Notes – page 9)
15. THAT the Company and those companies which are subsidiaries of the Company at any time during the period for which this Resolution has effect be authorised for the purposes of Part 14 of the Companies Act 2006 (the "Companies Act") during the period from the date of the passing of this Resolution to the end of the next Annual General Meeting or to the close of business on 30 June 2025, whichever is the earlier:
 - (i) to make political donations to political parties, and/or independent election candidates;
 - (ii) to make political donations to political organisations other than political parties; and
 - (iii) to incur political expenditure,
 up to an aggregate amount of £100,000, and the amount authorised under each of paragraphs (i) to (iii) shall also be limited to such amount. Words and expressions defined for the purposes of the Companies Act shall have the same meaning in this Resolution. (See Explanatory Notes – page 10)
16. THAT the Directors be generally and unconditionally authorised pursuant to and in accordance with Section 551 of the Companies Act to exercise all the powers of the Company to allot Shares or grant rights to subscribe for or convert any security into Shares:
 - (i) up to an aggregate nominal amount of £8,936,461; and
 - (ii) comprising equity securities (as defined in Section 560(1) of the Companies Act) up to a further aggregate nominal amount of £8,936,461 in connection with an offer by way of a rights issue;

such authorities to apply in substitution for all previous authorities pursuant to Section 551 of the Companies Act and to expire at the end of the next Annual General Meeting of the Company or at the close of business on 30 June 2025, whichever is the earlier but, in each case, so that the Company may make offers and enter into agreements during the relevant period which would, or might, require Shares to be allotted or rights to subscribe for or to convert any security into Shares to be granted after the authority given by this resolution has expired.

For the purposes of this Resolution

- (a) a "rights issue" means an offer to Ordinary Shareholders in proportion (as nearly as may be practicable) to their existing holdings, to subscribe for further securities by means of the issue of a renounceable letter (or other negotiable document) which may be traded for a period before payment for the securities is due, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to shares held by the Company in treasury ("Treasury Shares"), fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- (b) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights. (See Explanatory Notes – page 10)

Special Resolutions

17. THAT, subject to the passing of Resolution 16 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act) wholly for cash as if Section 561(1) of the Companies Act did not apply to any such allotment, pursuant to the authority given by Resolution 16 above and/or where the allotment constitutes an allotment of equity securities by virtue of Section 560(3) of the Companies Act:
 - (i) allotments in connection with a pre-emptive offer;

- (ii) otherwise than in connection with a pre-emptive offer, allotments up to an aggregate nominal amount of £2,680,938; and
- (iii) otherwise than under paragraphs (i) and (ii) above, allotments up to an aggregate nominal amount equal to 20% of any allotment of equity securities made under paragraph (ii) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice; and

pursuant to the authority given by paragraph (ii) of Resolution 16 in connection with a rights issue, such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 June 2025, but, in each case, so that prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or Treasury Shares to be sold) after the authority given by this Resolution has expired and the Directors may allot equity securities (and/or sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution:

- (a) "rights issue" has the same meaning as in Resolution 16 above;
- (b) references to an allotment of equity securities shall include a sale of Treasury Shares;
- (c) "pre-emptive offer" means an offer of securities open for acceptance for a period fixed by the Directors to Ordinary Shareholders (other than the Company) on the register on a record date fixed by the Directors in proportion to their respective holdings, but subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to Treasury Shares, fractional entitlements, record dates or legal, regulatory or practical problems in, or under the laws of, any territory; and
- (d) the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

(See Explanatory Notes – pages 10 and 11)

18. THAT, subject to the passing of Resolution 16 above, the Directors be authorised in addition to any authority granted under Resolution 17 above to allot equity securities (as defined in Section 560(1) of the Companies Act) wholly for cash under the authority given by Resolution 16 and/or to sell Ordinary Shares held by the Company as Treasury Shares for cash as if Section 561(1) of the Companies Act did not apply to any such allotment and/or sale, such authority to be limited to:

- (i) the allotment of equity securities and/or sale of Treasury Shares up to an aggregate nominal amount of £2,680,938 such authority to be used only for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board of the Company determines to be either an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights published by the Pre-Emption Group prior to the date of this Notice, and
- (ii) the allotment of equity securities or sale of Treasury Shares (otherwise than under paragraph (i) above) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of Treasury Shares from time to time under paragraph (i) above, such authority to be used only for the purposes of making a follow-on offer which the Board of the Company determines to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this Notice;

such authority to expire at the end of the next Annual General Meeting of the Company or, if earlier, at the close of business on 30 June 2025, but, in each case, prior to its expiry the Company may make offers, and enter into agreements, which would, or might, require equity securities to be allotted (and/or Treasury Shares to be sold) after the authority given by this Resolution expires and the Directors may allot equity securities (and/or sell Treasury Shares) under any such offer or agreement as if the authority had not expired.

For the purposes of this Resolution the nominal amount of any securities shall be taken to be, in the case of rights to subscribe for or convert any securities into shares of the Company, the nominal amount of such shares which may be allotted pursuant to such rights.

(See Explanatory Notes – pages 10 and 11)

19. THAT, the Company be and is hereby generally and unconditionally authorised for the purpose of Section 701 of the Companies Act to make market purchases (as defined in Section 693 of the said Act) of its Ordinary Shares, provided that:

- (i) the maximum number of Ordinary Shares which may be purchased shall be 26,809,383;
- (ii) the minimum price (exclusive of expenses) which may be paid for each Ordinary Share shall not be less than the nominal value of the Ordinary Shares at the time of purchase; and
- (iii) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share shall be an amount equal to the higher of
 - (a) 105% of the average of the closing price of the Company's Ordinary Shares as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the date on which such Share is contracted to be purchased and
 - (b) the higher of the price of the last independent trade and the highest current independent bid on the London Stock Exchange as stipulated by Regulatory Technical Standards pursuant to article 5(6) of the Market Abuse Regulation (as it forms part of UK law);

such authority to expire at the end of the next Annual General Meeting of the Company or at the close of business on 30 June 2025, whichever is the earlier (except in relation to the purchase of Shares the contract for which was concluded before the expiry of such authority and which might be executed wholly or partly after such expiry). (See Explanatory Notes – page 11)

20. THAT a general meeting other than an Annual General Meeting may be called on not less than 14 clear days' notice provided that this authority shall expire at the end of the next Annual General Meeting of the Company or at the close of business on 30 June 2025, whichever is the earlier. (See Explanatory Notes – page 11)

By Order of the Board

Henry Knowles Company Secretary
20 March 2024

Registered office: 165 Fleet Street, London EC4A 2AE
Registered in England & Wales number 8217766

LEI: 213800ORZ521W585SY02

Notes**Entitlement to attend and vote and to appoint proxies**

1. Shareholders (or their proxies) are entitled to attend and vote at general meetings of the Company. On a vote by a "show of hands" every Shareholder or effectively appointed proxy who is present shall have one vote. On a poll vote every Shareholder who is present in person or by proxy shall have one vote for every Ordinary Share of which he/she is the holder.
2. A Shareholder entitled to attend and vote at the AGM may appoint another person as his/her proxy to exercise all or any of his/her rights to attend and speak and vote at the AGM. A Shareholder may appoint more than one proxy in relation to the AGM provided that each proxy is appointed to exercise the rights attached to a different Share or Shares held by that Shareholder. Proxies need not be Shareholders of the Company.
3. The appointment of a proxy must be in writing in any usual or common form or in any other form which the Directors may approve and (i) in the case of an individual must either be signed by the appointor or his/her attorney; and (ii) in the case of a corporation must be either given under its common seal or be signed on its behalf by an attorney or a duly authorised officer of the corporation. Any signature on or authentication of such appointment need not be witnessed. Where an appointment of a proxy is signed on behalf of the appointor by an attorney, the power of attorney or a copy thereof certified notarially or in some other way approved by the Directors must (failing previous registration with the Company) be submitted to the Company's Registrar as detailed in Note 5(a), failing which the appointment may be treated as invalid.
4. A Form of Proxy is enclosed with this Notice. The appointment of a proxy does not of itself preclude a Shareholder from attending the AGM and voting in person.
5. To be effective, the instrument appointing a proxy, and any power of attorney or other authority under which it is executed (or a duly certified copy of any such power or authority), must either be (a) sent to the Company's Registrar, Equiniti Limited, of Aspect House, Spencer Road, Lancing, West Sussex, BN99 6DA or (b) submitted as an electronic proxy instruction through www.sharevote.co.uk – see Note 6 below or (c) lodged using the CREST Proxy Voting Service – see Note 10 below or (d) lodged using the Proxymity platform – see Note 14 opposite – in each case so as to arrive no later than 11.00am on Monday 13 May 2024 or, if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM.
6. As an alternative to completing a paper copy Form of Proxy, a Shareholder can appoint a proxy electronically by submitting a proxy instruction through www.sharevote.co.uk. For security purposes, you will need to provide your voting ID, task ID and Shareholder Reference Number (SRN) (which are shown on the Form of Proxy). Full instructions are given on the sharevote website.
7. If you return both paper and electronic proxy instructions, those received last by the Registrar before the latest time for receipt of proxies will take precedence. You are advised to read the sharevote website's terms and conditions of use carefully. Electronic communication facilities are available to all shareholders and those who use them will not be disadvantaged.
8. The right to appoint a proxy does not apply to persons whose Shares are held on their behalf by another person and who have been nominated to receive communications from the Company in accordance with Section 146 of the Companies Act ("Nominated Persons"). Nominated Persons may have a right under an agreement with the Shareholder on whose behalf they hold the Shares to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the Shares as to the exercise of voting rights.
9. Entitlement to attend and vote at the AGM, and the number of votes which may be cast at the AGM, will be determined by reference to the number of Shares registered in the Shareholder's name as at 6.30pm on Monday 13 May 2024 or, if the Meeting is adjourned, at 6.30pm on the day two days before the day fixed for the adjourned meeting (as the case may be). In each case, changes to the register of Shareholders after such time will be disregarded in determining the rights of any person to attend and vote at the AGM.
10. CREST Shareholders who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so for the AGM to be held on Wednesday 15 May 2024 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at www.euroclear.com. CREST personal Shareholders or other CREST sponsored Shareholders, and those CREST Shareholders who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
11. In order for the appointment of a proxy or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear's specifications and must contain the information required for such instructions, as described in the CREST Manual. The message (regardless of whether it constitutes the appointment of a proxy, the revocation in appointment of a proxy or an amendment to the instruction given to a previously appointed proxy) must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of appointments of proxy specified in Note 5 above. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to a proxy appointed through CREST should be communicated to the appointed proxy by other means.
12. CREST Shareholders (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST Shareholder concerned to take (or, if the CREST Shareholder is a CREST personal Shareholder or sponsored Shareholder or has appointed a voting service provider, to procure that his/her CREST sponsor or voting service provider takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST Shareholders (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.
13. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

14. If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy instruction must be lodged by 11.00am on Monday 13 May 2024 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

Corporate representatives

15. Any corporation which is a Shareholder can appoint one or more corporate representatives who may exercise on its behalf all of the same powers as the corporation could exercise if it were an individual Shareholder provided that they do not do so in relation to the same Shares.

Issued Share Capital

16. As at 20 March 2024 (being the last practicable date prior to the publication of this Notice of AGM) the Company's Issued Share Capital consisted of 275,365,005 Ordinary Shares, 7,271,174 of which were held as Treasury Shares. Therefore, the total number of Shares in issue excluding Treasury Shares was 268,093,831, each carrying one vote on a poll. The total number of voting rights in the Company as at 20 March 2024 was 268,093,831.

Audit statements

17. Shareholders should note that under Section 527 of the Companies Act it is possible that Shareholders meeting the threshold requirements set out in that section may require the Company to publish on a website a statement setting out any matter relating to: (i) 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 or (ii) any circumstance connected with an Auditor of the Company appointed for the financial year ceasing to hold office since the previous meeting at which annual accounts and reports were laid. The Company may not require the Shareholder requesting any such website publication to pay its expenses in complying with Sections 527 or 528 (requirements as to website availability) of the Companies Act. Where the Company is required to place a statement on the website under Section 527 of the Companies Act, it must forward the statement to the Company's Auditor not later than the time when it makes the statement available on the website. The business which may be dealt with at the AGM for the relevant financial year includes any statement that the Company has been required under Section 527 of the Companies Act to publish on a website.

Right to ask questions and notice of a Shareholder resolution

18. All Shareholders and their proxies have the right to ask questions at the AGM. Shareholders who cannot attend the AGM in person are invited to submit questions in advance of the Meeting to the Company Secretary at: Vesuvius plc, 165 Fleet Street, London EC4A 2AE, England or by e-mail (for this purpose only) to: shareholder.information@vesuvius.com. If we receive your questions by 30 April 2024, we will aim to provide answers to all pre-submitted questions on the Vesuvius website: www.vesuvius.com/en/investors/shareholder-information/shareholder-meetings.html before the deadline for proxy appointments, so that you can make a fully informed voting decision. Please include in your letter or email your full name and Shareholder Reference Number which can be found on your Form of Proxy, share certificate or your dividend confirmation voucher. Questions may not be answered if they are deemed not to be in the interests of the Company, would involve the disclosure of confidential information, or the answer has already been given on the website.
19. Shareholders have the right, under Section 338 of the Companies Act, to require the Company to give Shareholders entitled to receive Notice of the AGM, notice of a resolution which the Shareholders wish to be moved at the Company's AGM. Additionally, Shareholders have the right under Section 338A of the Companies Act to require the Company to include a matter (other than a proposed resolution) in the business to be dealt with at the AGM. The Company is required to give such notice of a resolution or include such matter once it has received requests from Shareholders representing at least 5% of the total voting rights of all the Shareholders who have a right to vote at the AGM or from at least 100 Shareholders with the same right to vote who hold shares in the Company on which there has been paid up an average sum per Shareholder of at least £100. A resolution may properly be moved or a matter may properly be included in the business unless (a) (in the case of a resolution only) it would, if passed, be ineffective (whether by reason of inconsistency with any enactment or the Company's constitution or otherwise), (b) it is defamatory of any person, or (c) it is frivolous or vexatious. Such a request may be in hard copy form or electronic form, must identify the resolution of which notice is to be given or the matter to be included in the business, must be authorised by the person making it, and must be received by the Company not later than six clear weeks before the AGM or, if later, the time at which notice is given of the AGM. In the case of a request relating to Section 338A of the Companies Act, the request must be accompanied by a statement setting out the grounds for the request.

General

20. In accordance with Section 311A of the Companies Act, a copy of this Notice of AGM, details of the total number of Shares in respect of which members are entitled to exercise voting rights at the AGM, details of the total number of the voting rights that Shareholders are entitled to exercise at the AGM and, if applicable, any members' statements, members' resolutions or members' matters of business received by the Company after the date of this Notice will be available on the Company's website – www.vesuvius.com.
21. Email addresses provided in this Notice of Meeting or any related documents (including the Form of Proxy) should not be used to communicate with the Company for any purposes other than those expressly stated.
22. Each of the resolutions to be put to the Meeting will be voted on by a poll. As soon as practicable after the AGM the results of the poll (and other information required by Section 341 of the Companies Act) will be announced via a regulated information service and made available on the Company's website – www.vesuvius.com.
23. Copies of all service contracts or, where applicable, letters of appointment of the Directors are available for inspection at the registered office of the Company during business hours and will be available for inspection at the place of the AGM for 15 minutes prior to and until the conclusion of the AGM.

Explanatory Notes to the Notice of the Annual General Meeting 2024

Ordinary and Special Resolutions

Resolutions 17, 18, 19 and 20 are special resolutions; the remainder are ordinary resolutions. Ordinary resolutions require a simple majority of total voting rights, voted in person by Shareholders or by proxy, to be voted in favour to pass the resolutions on a poll, whereas special resolutions require at least 75% of the total voting rights, voted in person by Shareholders or by proxy, to be voted in favour to pass the resolutions on a poll.

Items of Business

Receipt of the Annual Report and declaration of a Final Dividend (Resolutions 1 and 2)

Resolution 1 deals with the receipt of the annual report and accounts of the Company for the year ended 31 December 2023 (the "Annual Report"). Resolution 2 deals with the declaration of a final dividend of 16.2 pence per Ordinary Share for the year ended 31 December 2023. If approved, the dividend will be paid on 31 May 2024 to Shareholders on the register of members at the close of business on 19 April 2024.

Directors' Remuneration Report (Resolution 3)

In accordance with the Companies Act, the Directors' Remuneration Report in the Annual Report contains:

- a statement by the Chair of the Company's Remuneration Committee;
- the Directors' Remuneration Policy in relation to future payments to the Directors; and
- the Annual Report on Directors' Remuneration, which sets out payments made in the financial year ended 31 December 2023.

Resolution 3 is the annual advisory vote on the Directors' Remuneration Report as set out on pages 108 to 113 and 122 to 135 of the Annual Report (excluding the Policy Section referred to above) as required under Section 439 of the Companies Act. It is confirmed that all payments made to Directors during the year have been made in accordance with the Directors' Remuneration Policy approved by the Shareholders at the 2023 AGM.

The Directors' Remuneration Policy set out on pages 114 to 122 of the Annual Report, which describes the Company's forward looking policy on Directors' remuneration (including the approach to exit payments to Directors), is subject to a binding Shareholder vote by ordinary resolution every three years, and was approved by the Shareholders at the 2023 AGM. A further vote on the Directors' Remuneration Policy is therefore not required at this AGM as the Policy has not changed.

Election and Re-election of Directors (Resolutions 4 to 12)

With the exception of Douglas Hurt, who is stepping down from the Board, all the existing Directors will retire and offer themselves for election or re-election at the AGM in accordance with the Company's Articles of Association and the UK Corporate Governance Code (which recommends that all directors of listed companies be subject to annual election by Shareholders). Eva Lindqvist is also standing for election at the AGM.

In proposing the election and re-election of the Directors, the Chairman has confirmed that, following a formal performance evaluation, he believes that the contribution and performance of each of the current Directors remains valuable and relevant to their roles and responsibilities and that they all demonstrate commitment to the Company.

The Board believes that its composition remains appropriate and that it is well-equipped to face the challenges of setting and managing the strategic direction of the business going forward. The biographies below give details of each Director's skills and experience, highlighting the contribution of each Director to the Board and to the long-term sustainable success of the Company.

Biographies for all the Directors can be found on pages 80 and 81 of the Annual Report.

EVA LINDQVIST

Independent Non-executive Director

It is proposed that Eva be elected as a Director at the AGM. Eva Lindqvist is an engineer with more than 35 years' experience in global industrial and service businesses. She spent 20 years with Ericsson, focusing on strategy, production development and international sales, and held positions based in Sweden, Australia, the USA and Japan. In 2000 she joined the Scandinavian telecommunications company Telia. She served as Senior Vice President of Telia Equity before becoming Chief Executive of TeliaSonera International Carrier in 2002. Eva has served on the Board of a range of listed companies including, Acast AB, Bodycote plc, Mr Green & Co AB, Sweco AB and Tarsier AB. Eva Lindqvist is a member of the Royal Swedish Academy of Engineering Sciences. She is a Swedish citizen.

Other appointments: Eva currently serves as a Non-executive Director of CLS Holdings plc, Greencoat Renewables plc and Tele2 AB. She is also Non-executive Director and Chair of the Remuneration Committee of Keller Group plc, but will step down from their board at their AGM to be held on 15 May 2024. She also holds directorships of a number of smaller companies and non-profit organisations.

Subject to her election, Eva will succeed Douglas Hurt as Senior Independent Director. Eva did not hold any shares in Vesuvius plc at 31 December 2023 and has not subsequently acquired any.

ROBERT MACLEOD

Independent Non-executive Director

Robert was appointed as a Director of the Company on 1 September 2023, and will succeed Douglas Hurt as Chairman of the Audit Committee at the close of the AGM. Robert is a qualified Chartered Accountant and served as CEO of Johnson Matthey PLC from 2014 to 2022 and Group Finance Director from 2009 to 2014. Prior to this he worked at WS Atkins PLC, latterly as Group Finance Director. Robert brings significant recent and relevant financial experience from his previous roles as finance director of UK listed companies, and has experience in large multinational companies. He is a highly knowledgeable corporate and operational finance professional with a wealth of general management and financial leadership experience.

Other appointments: Robert is a Non-executive Director and Chair of the Remuneration Committee of RELX PLC, a Non-executive Director of Balfour Beatty plc and the British Standards Institution, and a Non-executive Member of the Defence Science and Technology Laboratory.

PATRICK ANDRÉ

Executive Director – Chief Executive

Patrick was appointed as a Director and Chief Executive of the Company on 1 September 2017 having joined the Group as President of the Steel Flow Control Business Unit in February 2016. Patrick has had a global career serving the steel industry and, prior to joining the Group, he served with Lhoist company, the world leader in lime production, where he held the positions of Executive Vice President Strategic Growth, CEO Europe and CEO for Asia, CIS and Africa. Prior to this, he was CEO of the Nickel division, then CEO of the Manganese division of ERAMET group, a global manufacturer of nickel and special alloys.

Patrick brings to the Board his global experience in the steel industry, a strong background in strategic development and implementation, consumer focus and a proven record of delivery, with strong commercial acumen and drive and energy in promoting his strategic vision, all of which enable him to lead the Group in the next stages of its development.

CARLA BAILO*Independent Non-executive Director*

Carla was appointed as a Director of the Company on 1 February 2023. Carla is an engineer with more than 40 years' experience in the automotive industry and recently spent five years serving as President and CEO of the Center for Automotive Research ('CAR') in the USA. Prior to joining CAR, Carla was Assistant Vice President for Mobility Research and Business Development at The Ohio State University. She spent 25 years working at the Nissan Motor Company where she served in a variety of senior management and engineering roles, culminating as Senior Vice President, Research and Development, Americas and Total Customer Satisfaction. Carla is a very experienced engineer and general product manager, and strengthens the Board with her strong research and development background, gained in the automotive industry, along with her international experience and extensive knowledge of US markets. Carla was a Non-executive Director of EVe Mobility Acquisition Corp., until her resignation in February 2024.

Other appointments: Carla currently serves as a Non-executive Director of Advance Auto Parts, Inc. and SM Energy Company.

MARK COLLIS*Executive Director – Chief Financial Officer*

Mark was appointed as a Director and Chief Financial Officer of the Company on 1 April 2023. Mark was previously Chief Financial Officer of the Operations business of John Wood Group PLC. He has over 20 years of senior financial experience in a number of international businesses including Amec Foster Wheeler plc and Expro International Group.

Mark is a qualified Chartered Accountant and brings to the Board significant financial experience in large multinational companies, along with well-developed leadership and team management skills.

KATH DURRANT*Independent Non-executive Director and Remuneration Committee Chair*

Kath was appointed as a Director of the Company on 1 December 2020 and succeeded Jane Hinkley as Chair of the Remuneration Committee at the close of the AGM on 12 May 2021. Kath was Chief HR Officer of CRH plc, the buildings material conglomerate, from 2018 to 2019 and Group HR Director of Ferguson plc, the plumbing distributor, from 2015 to 2018. She spent five years at Rolls-Royce plc, where she ultimately served as Group Human Resources Director, and 18 years undertaking a variety of operational and specialist HR roles at AstraZeneca PLC and GlaxoSmithKline PLC.

Kath brings to the Board more than 30 years' experience of human resources management. She has a strong operational and strategic track record gained working at a number of large global manufacturing companies and is an experienced UK governance professional.

Other appointments: Kath currently serves as the Senior Independent Director and Chair of the Remuneration Committee of SIG plc and as a Non-executive Director of Essentra plc.

CARL-PETER FORSTER*Chairman*

Carl-Peter Forster was appointed as an independent Non-executive Director on 1 November 2022 and as Chairman of the Company on 1 December 2022. Carl-Peter has spent the majority of his career holding senior leadership positions in some of the world's largest automotive manufacturers, including BMW, General Motors and Tata Motors (including Jaguar Land Rover). Since he stepped down from Tata Motors in 2011, he has served as a director on a wide variety of public and private company boards, including IMI plc from 2012-2021, Rexam plc from 2014-2016 and Geely Automotive Holdings, Hong Kong, as well as Volvo Cars Group from 2013-2019.

Carl-Peter has a significant breadth of corporate experience, in both an executive and non-executive capacity. His deep engineering expertise and his proven capability in leadership roles provides great value to the Board and to the wider Group.

Other appointments: Carl-Peter is Chairman of Chemring Group plc and Senior Independent Director at Babcock International Group plc. In addition to his public company commitments, Carl-Peter currently holds directorships with a number of smaller private companies.

DINGGUI GAO*Independent Non-executive Director*

Dinggui Gao was appointed as a Director of the Company on 1 April 2021 and has nearly 40 years of strong operational experience driving performance at a range of multinational companies including Bosch, Honeywell, Eagle Ottawa and Sandvik AB. He latterly served as Managing Director, China of Formel D Group, the German global service provider to the automotive and components supply industry, joining the company in 2017 and stepping down at the end of October 2021. He has a proven track record of leadership and international commercial experience and strengthens the Board with his strong focus on technology, and his in-depth knowledge of Asian markets.

Other appointments: Dinggui is an Operating Partner of CITIC Capital Holdings Ltd, the Chinese alternative investment management and advisory company, and a Non-executive Director of Intramco Europe B.V.

FRIEDERIKE HELFER*Non-executive Director*

Friederike was appointed as a Director of the Company on 4 December 2019. Friederike is a Partner of Cevian Capital. Cevian Capital is a shareholder of the Company and holds 21.35% of Vesuvius' issued share capital, as at 20 March 2024. She joined Cevian in 2008, and served as a Non-executive Director on the boards of thyssenkrupp AG from 2020 to 2023 and Valmet Oyi from 2013 to 2017. These are both companies in which Cevian was also invested. Prior to joining Cevian, Friederike worked at McKinsey & Company. Friederike is an experienced strategist with strong analytic capability and brings a wealth of commercial acumen to the Board, together with a strong track record of working with a portfolio of companies to identify scope for operational and strategic improvement. She is a CFA Charterholder.

Other appointments: Friederike is a Partner of Cevian Capital.

Reappointment of PricewaterhouseCoopers LLP as Auditor and authorisation of Directors to determine the Auditor's remuneration (Resolutions 13 and 14)

Resolutions 13 and 14 deal, respectively, with the reappointment of PricewaterhouseCoopers LLP as Auditor of the Company and the authorisation of the Directors to determine its remuneration for the current financial year. The level of remuneration paid in 2023 by way of audit fees to the Auditor, together with the amounts paid in respect of non-audit fees, are shown in Note 5.2 on page 165 of the Annual Report.

Authority for the Company to incur political expenditure (Resolution 15)

Resolution 15 is an ordinary resolution which authorises the Company and its UK subsidiaries to make political donations and to incur political expenditure. The Companies Act requires companies to obtain Shareholders' authority for donations to registered political parties, other political organisations and independent election candidates totalling more than £5,000 in any 12-month period, and for any political expenditure, subject to limited exceptions. The definitions of "donations", "political organisations", "independent election candidates" and "political expenditure" are very wide in this context and there is concern that they may have had the effect of covering a number of normal business activities that would not be thought to be political donations in the usual sense.

As required by the Companies Act, the resolution is in general terms and does not purport to authorise particular donations. It remains the policy of the Company not to make political donations or incur political expenditure as those expressions are normally understood. However, to avoid inadvertent infringement of the Companies Act, the Directors are seeking Shareholders' authority for the Company and its subsidiaries to make political donations and to incur political expenditure during the period from the passing of the resolution until the conclusion of the Company's next AGM or the close of business on 30 June 2025, whichever is the earlier, up to a maximum aggregate amount of £100,000.

Directors' authority to allot shares (Resolution 16)

Under the Companies Act the Directors may only allot unissued Shares if authorised to do so by the Shareholders in general meeting. At the Annual General Meeting held on 18 May 2023, Shareholders granted the Directors authority to allot Shares and grant rights under Section 551 of the Companies Act. Resolution 16 seeks to renew the authority to:

- (a) allow the Directors to allot Shares or grant rights to subscribe for or convert any security into Shares up to an aggregate nominal amount of £8,936,461 representing an amount equal to one-third of the Company's issued share capital, excluding Treasury Shares, as at 20 March 2024; and
- (b) to allow the Directors to allot new Shares or grant rights to subscribe for or convert any security into Shares only in connection with a rights issue up to a further nominal value of £8,936,461 representing an amount equal to one-third of the Company's issued share capital, excluding Treasury Shares, as at 20 March 2024.

If this resolution is passed, the Directors will have the authority in certain circumstances to allot new Shares and grant rights up to a total nominal value of £17,872,922 representing a total amount equal to two-thirds of the Company's issued share capital, excluding Treasury Shares, as at 20 March 2024.

The authority being sought complies with the Share Capital Management Guidelines issued by the Investment Association in February 2023, (the "IA Share Capital Guidelines"). The Company has no present intention of undertaking a rights issue, or of allotting new Shares other than in connection with any outstanding share option awards or allocations under the Vesuvius Share Plan. The Directors consider it desirable to have the maximum flexibility permitted by corporate governance guidelines to respond to market developments and to enable allotments to take place.

As at 20 March 2024, the Company held 7,271,174 Treasury Shares which represent 2.64% of the total number of Ordinary Shares in issue at that date.

The authorities granted in Resolution 16 will expire on the date of the Company's next AGM or at the close of business on 30 June 2025, whichever is the earlier.

Special Resolutions**Directors' authority to allot shares other than on a pre-emptive basis (Resolutions 17 and 18)**

If equity securities are to be allotted, or Treasury Shares sold, for cash using the authority given by Resolution 16 explained above, Section 561(1) of the Companies Act requires that those securities be offered first to existing Shareholders in proportion to their existing holdings. The Board considers it appropriate for the Company to seek approval from Shareholders to waive these rights in certain circumstances, in order to allow the Company maximum flexibility to react to future business needs without the need to comply with the strict requirements of the statutory pre-emption provisions.

The authorities being sought in Resolutions 17 and 18, are in line with the IA Share Capital Guidelines and the Pre-Emption Group's Statement of Principles (the "Pre-Emption Principles") as revised in November 2022. The Resolutions are proposed in accordance with the template resolutions published by the UK Pre-Emption Group in November 2022.

Pre-emptive offers

Resolution 17 (limb (i)) is a special resolution which renews and extends the Directors' authority, granted by the Shareholders at the AGM held on 18 May 2023, to allot equity securities, and/or sell Treasury Shares, for cash in connection with a rights issue or other pre-emptive offer without first being required to offer such Shares to existing Shareholders in proportion to their existing holdings.

This is to allow the Directors to make exclusions or such other arrangements as may be appropriate to resolve legal or practical problems, for example issues arising as a result of local legal or regulatory requirements in respect of overseas Shareholders' participation in a rights issue.

Non-pre-emptive offers – general use authority

Resolution 17 (limb (ii)) is a special resolution which renews and extends the Directors' authority, granted by the Shareholders at the AGM held on 18 May 2023, to allot equity securities, and/or sell Treasury Shares, for cash in any case other than in connection with a rights issue or other pre-emptive offer up to an aggregate nominal value of £2,680,938 representing approximately 10 per cent of the Company's issued share capital excluding Treasury Shares as at 20 March 2024, without first being required to offer such Shares to existing Shareholders in proportion to their existing holdings.

Non-pre-emptive offers – authority for acquisitions and specified capital investments

Resolution 18 (limb (i)), which is proposed as a special resolution, authorises the Board, in addition to the authority set out in Resolution 17 (limbs (i) and (ii)), to allot equity securities, and/or sell Treasury Shares, for cash up to a further aggregate nominal value of 10 per cent of the Company's issued Share capital excluding Treasury Shares, without first being required to offer such Shares to existing Shareholders in proportion to their existing holdings. This additional authority can only be used for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the Board of the Company determines to be an acquisition or other capital investment of a kind contemplated by the Pre-Emption Principles. The Pre-Emption Principles defines "specified capital investment" as meaning one or more specific capital investment related uses for the proceeds of an issue of equity securities, in respect of which sufficient information regarding the effect of the transaction on the Company, the assets the subject of the transaction and (where appropriate) the profits attributable to them is made available to shareholders to enable them to reach an assessment of the potential return.

Non-pre-emptive offers – follow-on offers

The Pre-Emption Principles published in November 2022 introduced the concept of "follow-on" offers to help existing and retail investors to participate in equity issues. This is in line with the recommendations for improving capital raising processes which were made by the UK Secondary Capital Raising Review in July 2022.

The purpose of Resolution 17 (limb (iii)) and Resolution 18 (limb (ii)) is to give the Directors the flexibility to make a follow-on offer. This wording has been drafted in accordance with the template resolutions published by the Pre-Emption Group in November 2022. The features of follow-on offers which are set out in the Pre-Emption Principles (in Part 2B, paragraph 3) include an individual monetary cap of not more than £30,000 per ultimate beneficial owner, limits on the number of shares issued in any follow-on offer (not more than 20 per cent of the number issued in the placing), and limits on the price (equal to, or less than, the offer price in the placing).

The maximum amount which can be issued in a follow-on offer is an aggregate nominal value of £1,072,375. This amount is in addition to the amounts authorised for the general use authority and authority for acquisitions and specified capital investments described above, and, in total, is equivalent to four percent of the total issued ordinary share capital of the Company excluding Treasury Shares as at 20 March 2024.

The Board has no current intention of exercising the authorities in Resolutions 17 and 18 to make pre-emptive or non-pre-emptive offers but considers them to be appropriate in order to allow the Company the flexibility to finance business opportunities.

The Board confirms that it intends to follow the shareholder protections set out in Section 2B of the Pre-Emption Principles and, for any follow-on offer made, the expected features set out in paragraph 3 of Section 2B of the Pre-Emption Principles.

If passed, the authorities given in these Resolutions will expire on the date of the Company's next AGM or at the close of business on 30 June 2025, whichever is the earlier.

Authority for the Company to purchase its own shares (Resolution 19)

Resolution 19 is a special resolution whereby Shareholders grant authority for the Company to purchase its own Shares during the period from the passing of the resolution until the conclusion of the Company's next Annual General Meeting or at the close of business on 30 June 2025, whichever is the earlier. The Company's exercise of this authority is subject to the stated upper and lower limits on the price payable, which reflect the requirements of the Listing Rules. Any Shares purchased under this authority would be cancelled or held as Treasury Shares. If Shares are cancelled, the number of Shares in issue would be reduced accordingly.

If approved, the resolution would authorise the Company to purchase up to a total of 26,809,383 Shares of 10 pence each (representing 10% of the Company's issued Shares, excluding Treasury Shares, as at 20 March 2024). As at 20 March 2024 (which is the latest practicable date before publication of this Notice), approximately 1.7 million Shares were capable of issue in respect of allocations or options to subscribe for Shares. This represents 0.61% of the issued Share capital of the Company at that date, which would increase to 0.76% if the existing authority to buy back Shares (under last year's resolution) and that being sought under this resolution were used in full.

The Company announced a Share Buyback Programme on 4 December 2023 under the authority granted at the 2023 AGM. Since the commencement of the Share Buyback Programme to repurchase up to £50 million of ordinary shares, up to the date of this Notice, the Company has purchased 3,223,149 ordinary shares for a consideration of £15,333,388. All purchased shares have been, or will shortly be, cancelled. The Share Buyback Programme is expected to continue until 4 December 2024. The Company had previously purchased 7,271,174 of its own Shares under the authority granted at the 2013 Annual General Meeting which are held in treasury.

Authority for the Company to call a general meeting on 14 clear days' notice (Resolution 20)

Under the Companies Act, the notice period required for all general meetings of the Company is 21 days. Annual General Meetings will always be held on at least 21 clear days' notice but Shareholders can approve a shorter notice period for other general meetings, as long as this is not less than 14 clear days.

Resolution 20 is a special resolution which will preserve the ability of the Company to call general meetings (other than an Annual General Meeting) on 14 clear days' notice. The Company does not propose to use this reduced notice period as a matter of routine, but wishes to maintain the flexibility to do so where it is merited by the business of the meeting (for example because the matter to be discussed is time sensitive) and is thought to be to the advantage of Shareholders as a whole. The approval will be effective until the Company's next Annual General Meeting, when it is intended that a similar resolution will be proposed. The Company will also need to meet the requirements for electronic voting under the Shareholder Rights Directive in order to be able to call a general meeting on 14 clear days' notice.

Definitions

"AGM" or "Meeting"	The Annual General Meeting of Vesuvius plc to be held on Wednesday 15 May 2024, notice of which is contained in this document
"Annual Report"	The annual report and accounts of the Company for the year ended 31 December 2023
"Board"	The board of Directors of the Company
"Company" or "Vesuvius"	Vesuvius plc, registered in England and Wales with company number 8217766
"Director"	A Director of the Company
"Group"	Vesuvius plc and its subsidiaries
"Listing Rules"	The Financial Conduct Authority's listing rules relating to the admission of securities to the official list of the London Stock Exchange
"Notice of AGM" or "Notice"	The Notice of the Annual General Meeting of Vesuvius plc to be held on Wednesday 15 May 2024
"Policy"	The Directors' Remuneration Policy
"Shares" or "Ordinary Shares"	The ordinary shares of 10 pence each in the capital of the Company
"Shareholder"	A holder of Shares
"Treasury Shares"	Shares held by the Company in treasury and to which no dividend or voting rights are attached, until such time as they are transferred out of treasury to another Shareholder

Map showing location of AGM venue – Linklaters LLP, One Silk Street, London EC2Y 8HQ.

