

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.

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# VESUVIUS PLC

(Company number 8217766)

## Notice of Annual General Meeting Wednesday 15 May 2019

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**The Annual General Meeting of the Company will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on Wednesday 15 May 2019 at 11.00 am. 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.**

If you are unable to attend the AGM you can still vote if you appoint a proxy. Shareholders will find enclosed a reply-paid Form of Proxy for the AGM. Whether or not you intend to be present at 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 11.00 am on 13 May 2019, being 48 hours before the time the AGM begins. The completion and return of a Form of Proxy will not preclude you from attending the AGM and voting in person if you subsequently wish to do so. At the AGM, voting on each resolution will be conducted by a poll. This is a more transparent method of voting than on a "show of hands" as shareholders' votes are counted according to the number of shares held.

Arrangements have been made for CREST Members to appoint a proxy or proxies through the CREST electronic appointment service. Further details are included in Notes 8, 9, 10 and 11 on pages 6 and 7 of the Notice of AGM.

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

Registered in England &amp; Wales number 8217766

26 March 2019

Dear Shareholder,

I am pleased to inform you that the Vesuvius plc annual report and accounts for the year ended 31 December 2018 (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 requested to receive your Annual Report electronically, or did not return the election card previously sent to you, please accept this letter as notification that Vesuvius' Annual Report is now available on the Company's website, <https://report2018.vesuvius.com>

**2019 Annual General Meeting ("AGM")**

Vesuvius' AGM will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on Wednesday 15 May 2019 at 11.00 am. There will be an opportunity to meet the Directors and Senior Executives of the Group both before and after the Meeting. The Lincoln Centre has facilities for attendees with disabilities; please contact the Company Secretary if you require such assistance.

**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 11 of this document.

**Directors' Re-elections**

In line with the Company's Articles of Association and the UK Corporate Governance Code (the "Code"), all Directors will retire at the AGM and are seeking re-election by the Shareholders. Biographical details of all of the Directors are given on pages 8 and 9.

During 2018, the Board conducted a formal and rigorous evaluation of the Board's performance and effectiveness. The evaluation was once again 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. In addition, the Senior Independent Director led an evaluation of my performance as Chairman. The evaluation concluded that the Board remains strong and effective with an appropriate composition and that the Directors are engaged and proactive in debate at Board and Committee meetings.

The Board also reviewed the time given by each of the Non-executive Directors to perform their responsibilities on behalf of the Company. The Board noted that at the 2018 AGM, resolution 6, the re-election of Hock Goh had been passed with the requisite majority of votes from shareholders but with a significant majority of votes against. Since February 2018 Hock Goh has stepped down as chairman and director of MEC Resources Ltd, chairman of Advent Energy Ltd, and as a director of Harbour Energy Ltd. The Board remains confident that Hock continues to devote sufficient time to properly fulfil his duties as a Non-executive Director of the Company.

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

**Auditor**

PricewaterhouseCoopers LLP ("PwC") was appointed as the Company's external auditor in 2017. During 2018, the Audit Committee conducted a formal assessment of PwC's performance, and concluded that PwC had provided an effective audit for 2017, providing strong technical expertise and appropriate challenge of management's judgements. Having now completed the 2018 audit, the Audit Committee and Board continue to hold this view. 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 2019. 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.

**Questions**

Shareholders who wish to put any questions to the Board prior to the AGM are invited to send these for the attention of the Company Secretary at: Vesuvius plc, 165 Fleet Street, London EC4A 2AE, England or by e-mail (for these purposes only) to: [shareholder.information@vesuvius.com](mailto:shareholder.information@vesuvius.com).

**Voting**

At the AGM all resolutions will be voted on by a poll. This is a more transparent method of voting than on a "show of hands" as Shareholders' votes are counted according to the number of Shares held. If you are unable to attend the AGM you can still vote if you appoint a proxy. Shareholders will find enclosed a reply-paid Form of Proxy for use at the AGM. Whether or not you intend to be present at 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 11.00 am on 13 May 2019, being 48 hours before the time the AGM begins. The completion and return of a Form of Proxy will not preclude you from attending and voting in person at the AGM if you subsequently wish to do so.

Arrangements have been made for CREST Members to appoint a proxy or proxies through the CREST electronic appointment service. Further details are included in Notes 8, 9, 10 and 11 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](http://www.vesuvius.com).

**Electronic Communications**

Further information is available to view online on our corporate website at: [investors.vesuvius.com/investor-relations](http://investors.vesuvius.com/investor-relations). 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](http://www.vesuvius.com/en/investors/shareholder-information/shareholder--meetings.html).

If you would like to receive notice of future general meetings and other shareholder notifications online, please register through the online service provided by our Registrar, Equiniti, at [www.shareview.co.uk](http://www.shareview.co.uk). If you are already receiving notifications from the Company electronically, and would like us to amend your records to receive a paper copy of the Annual Report, please contact Equiniti by telephone on 0371 384 2335 (or + 44 121 415 7047 if calling from outside the UK) or alternatively write to Equiniti Registrars, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA, stating your name, address, shareholding and shareholder reference number (which can be found on your share certificate or your dividend confirmation voucher).

**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. I look forward to welcoming you to our AGM and to meeting as many of you as possible at that time.

Yours sincerely

**John McDonough CBE** Chairman

# Vesuvius plc

## Notice of Annual General Meeting 2019

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "Meeting") of Vesuvius plc (the "Company") will be held at The Lincoln Centre, 18 Lincoln's Inn Fields, London WC2A 3ED on Wednesday 15 May 2019 at 11.00 am for the transaction of the following business:

To consider and, if thought fit, to pass resolutions 1 to 15 as ordinary resolutions and resolutions 16 to 19 as special resolutions:

### Ordinary Resolutions

1. THAT the annual report and accounts for the year ended 31 December 2018 be received. (See Explanatory Notes – page 8)
2. THAT a final dividend of 13.8 pence per Ordinary Share for the year ended 31 December 2018 be declared, to be paid on 24 May 2019 to holders of Ordinary Shares in the capital of the Company ("Ordinary Shareholders") on the register of members at the close of business on 23 April 2019. (See Explanatory Notes – page 8)
3. THAT the Directors' Remuneration Report (excluding the Directors' Remuneration Policy), as is set out on pages 95 and 96 and pages 105 to 115 in the annual report and accounts for the year ended 31 December 2018, be approved. (See Explanatory Notes – page 8)
4. THAT Mr Patrick André be re-elected a Director of the Company. (See Explanatory Notes – page 8)
5. THAT Mr Christer Gardell be re-elected a Director of the Company. (See Explanatory Notes – page 8)
6. THAT Mr Hock Goh be re-elected a Director of the Company. (See Explanatory Notes – pages 8 and 9)
7. THAT Ms Jane Hinkley be re-elected a Director of the Company. (See Explanatory Notes – page 9)
8. THAT Mr Douglas Hurt be re-elected a Director of the Company. (See Explanatory Notes – page 9)
9. THAT Ms Holly Koeppel be re-elected a Director of the Company. (See Explanatory Notes – page 9)
10. THAT Mr John McDonough CBE be re-elected a Director of the Company. (See Explanatory Notes – page 9)
11. THAT Mr Guy Young be re-elected a Director of the Company. (See Explanatory Notes – page 9)
12. 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 10)
13. THAT the Directors be authorised, subject to the passing of Resolution 12 above, to determine the Auditor's remuneration. (See Explanatory Notes – page 10)
14. 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 2020, 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)

15. 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:
  - (a) up to an aggregate nominal amount of £9,040,463; and
  - (b) comprising equity securities (as defined in Section 560(1) of the Companies Act) up to a further aggregate nominal amount of £9,040,463 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 2020, 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 ends.

For the purposes of this Resolution 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. (See Explanatory Notes – page 10)

### Special Resolutions

16. THAT, subject to the passing of Resolution 15 above, the Directors be authorised to allot equity securities (as defined in Section 560(1) of the Companies Act) wholly for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as Treasury Shares for cash as if Section 561 of the Companies Act did not apply to any such allotment and/or sale, such authority to be limited:

- (i) to the allotment of equity securities and/or sale of Treasury Shares in connection with any rights issues or other pre-emptive issue; and
- (ii) to the allotment of equity securities and/or sale of Treasury Shares (otherwise than under paragraph (i) above) up to an aggregate nominal amount of £1,356,069,

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 2020, 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 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:

- (a) "rights issue" has the same meaning as in Resolution 15 above;
- (b) "pre-emptive issue" means an issue of equity securities following 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
- (c) 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)

17. THAT, subject to the passing of Resolution 15 above, the Directors be authorised in addition to any authority granted under Resolution 16 to allot equity securities (as defined in Section 560(1) of the Companies Act) wholly for cash under the authority given by that resolution and/or to sell Ordinary Shares held by the Company as Treasury Shares for cash as if Section 561 of the Companies Act did not apply to any such allotment and/or sale, such authority to be:

- (i) limited to the allotment of equity securities and/or sale of Treasury Shares up to an aggregate nominal amount of £1,356,069; and
- (ii) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the Board of Directors of the Company determines to be 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,

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 2020, 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 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)

18. THAT, general and unconditional authority be given for the purpose of Section 701 of the Companies Act for market purchases (as defined in Section 693 of the said Act) by the Company of its Ordinary Shares, provided that:

- (a) the maximum number of Ordinary Shares which may be purchased shall be 27,121,389;
- (b) 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
- (c) the maximum price (exclusive of expenses) which may be paid for each Ordinary Share shall be an amount equal to the higher of (i) 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 (ii) the higher of the price of the last independent trade and the highest current independent bid on the trading venue where the purchase is carried out;

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 2020, 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)

19. 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 2020, whichever is the earlier. (See Explanatory Notes – page 11)

By Order of the Board

**Henry Knowles** Company Secretary  
26 March 2019

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 "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 will not preclude a Shareholder from attending the AGM and voting in person if they subsequently wish to do so.
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) lodged using the CREST Proxy Voting Service – see Note 9 below – in each case so as to arrive no later than 11.00 am on 13 May 2019 or, if the AGM is adjourned, 48 hours before the time fixed for the adjourned AGM.
6. 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.
7. 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 6.30 pm on 13 May 2019 or, if the Meeting is adjourned, at 6.30 pm 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.
8. 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 15 May 2019 and any adjournment(s) thereof by using the procedures described in the CREST Manual which can be viewed at [www.euroclear.com](http://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.
9. 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.
10. 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.

11. 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.

**Corporate representatives**

12. 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**

13. As at 26 March 2019 the Company's Issued Share Capital consists of 278,485,071 Ordinary Shares, 7,271,174 of which were held as Treasury Shares. Therefore, the total number of Shares in issue excluding Treasury Shares was 271,213,897, each carrying one vote on a poll. The total number of voting rights in the Company as at 26 March 2019 was 271,213,897.

**Audit statements**

14. 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**

15. All Shareholders and their proxies have the right to and will have the opportunity to ask questions at the AGM. When invited by the Chairman, any Shareholder or proxy who wishes to ask a question should wait for a Company representative to bring them a microphone. It would be helpful if questioners could state their name before asking their question. Questions may not be answered at the Meeting if they are deemed not to be in the interests of the Company or the good order of the Meeting, would involve the disclosure of confidential information, or the answer has already been given on the website. The Chairman may also nominate a Company representative to answer a specific question after the Meeting or issue a response on the Company's website.
16. 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 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**

17. 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](http://www.vesuvius.com).
18. 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.
19. Each of the resolutions to be put to the Meeting will be voted on by a poll and not by a "show of hands". This is a more transparent method of voting as Shareholders' votes are counted according to the number of shares held. 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](http://www.vesuvius.com).
20. Copies of all contracts of service or, where applicable, letters of appointment of the Directors are available for inspection during business hours at the registered office of the Company and will be available for inspection at the place of the Meeting for 15 minutes prior to and during the AGM.

## Explanatory Notes to the Notice of the Annual General Meeting 2019

### Ordinary and Special Resolutions

Resolutions 16, 17, 18 and 19 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 2018 (the "Annual Report"). Resolution 2 deals with the declaration of a final dividend of 13.8 pence per Ordinary Share for the year ended 31 December 2018. If approved, the dividend will be paid on 24 May 2019 to Shareholders on the register of members at the close of business on 23 April 2019.

#### Directors' Remuneration Report (Resolution 3)

Resolution 3 is the annual advisory vote on the Directors' Remuneration Report as set out on pages 95 and 96 and 105 to 115 of the Annual Report (excluding the Policy Section referred to below) as required under Section 439 of the Companies Act.

In accordance with the Companies Act, the Directors' Remuneration Report as set out on pages 95 and 96 and 105 to 115 in the Annual Report, contains a statement by the Chairman of the Company's Remuneration Committee, and the Directors' report on remuneration which details the payments made to Directors in the financial year ended 31 December 2018. 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 2017 AGM.

The Directors' Remuneration Policy set out on pages 97 to 104 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 AGM held in May 2017. A further vote on the Directors' Remuneration Policy is therefore not required at this AGM as the Policy has not changed.

#### Re-election of Directors (Resolutions 4 to 11)

All Directors will retire and offer themselves for 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). In proposing the 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 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. Full biographies can be found on pages 74 and 75 of the Annual Report.

#### 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. 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.

#### CHRISTER GARDELL

*Non-executive Director*

Christer was appointed as a Director of the Company on 31 October 2012, having previously joined the Board of Cookson Group plc in June 2012. Christer co-founded Cevian Capital in 2002, and serves as Managing Partner. Cevian Capital is a shareholder of the Company and holds 21.11% of Vesuvius' issued share capital. From 1996 to 2001, Christer was the Chief Executive Officer of AB Custos, the Swedish investment company. Christer is an experienced non-Executive director across a range of business sectors. He brings a wealth of commercial acumen to the Board gained through his extensive business investment and management experience, and a strong track record of supporting the growth of international businesses, advocating focus and driving change.

Other appointments: Christer is Managing Partner of Cevian Capital, and Vice Chairman of the global Finnish technology and services company Metso Corporation. He is a member of the Nomination Committees of Ericsson and Nordea Bank Abp, although not a member of the Ericsson or Nordea boards.

#### HOCK GOH

*Independent Non-executive Director*

Hock was appointed as a Director of the Company on 2 April 2015. Hock spent 25 years with Schlumberger, the leading global oilfield services provider. His roles included President of Network and Infrastructure Solutions in London, President of Asia-Pacific, and Vice President and General Manager of China. From 2005 to 2012, Hock was a Partner of Baird Capital Partners Asia, the private equity arm of the US investment bank Robert W Baird & Co. Hock strengthens the Board through his strong international

commercial experience, his wealth of experience dealing with safety and sustainability matters gained from more than 35 years working in the oil and gas industry, his strong focus on R&D and technology, and his in-depth knowledge of Asian markets.

Other appointments: Hock is a Non-executive Director of AB SKF, Santos Ltd and Stora Enso Oyj.

#### **JANE HINKLEY**

*Independent Non-executive Director and Remuneration Committee Chairman*

Jane was appointed as a Director of the Company on 3 December 2012 and as Chairman of the Remuneration Committee in June 2013. Jane spent a large part of her executive career working at Gotaas-Larsen Shipping Corporation, the liquefied natural gas shipping specialist and served as Chief Financial Officer from 1988 to 1992, and as Managing Director until 1997. From 1998 to 2001 Jane was Managing Director of Navion Shipping AS, a company majority owned by Statoil, the Norwegian multinational oil and gas company. Jane is a qualified Chartered Accountant and brings to the Board significant financial and operational experience in large multinational companies, a proven track record of managing complex global trading businesses, and well-developed leadership and global team management skills.

Other appointments: Jane is the Chairman of Teekay GP L.L.C., and a Non-executive Director and Chairman of the Remuneration Committee of Premier Oil plc.

#### **DOUGLAS HURT**

*Senior Independent Director and Audit Committee Chairman*

Douglas was appointed as a Director of the Company on 2 April 2015, and as Senior Independent Director and Chairman of the Audit Committee at the close of the 2015 Annual General Meeting. Douglas is a qualified Chartered Accountant and has recent and relevant financial experience, having served as Finance Director of IMI plc, the global engineering group, from 2006 to 2015. Prior to IMI, Douglas spent 23 years at GlaxoSmithKline plc where he held a number of senior finance and general management positions. Douglas brings significant recent and relevant financial experience from his previous role as a finance director of a UK listed company, he is highly knowledgeable of both corporate and operational financial matters, with significant US and European experience, and he has proven general management and leadership skills.

Other appointments: Douglas is Senior Independent Director and Chairman of the Audit Committees of Tate & Lyle PLC and Countryside Properties PLC and a Non-executive Director and Chairman of the Audit Committee of the British Standards Institution.

#### **HOLLY KOEPEL**

*Independent Non-executive Director*

Holly Koepfel was appointed as a Director of the Company on 3 April 2017. Holly spent the early part of her career at Columbia Gas Distribution Company, Consolidated Natural Gas Corporation and American Electric Power Company in various management roles. In 2010 Holly joined Citi Infrastructure Investors, a \$3.4bn fund set up to capitalise on the growing need for infrastructure around the world, as Co-Head. The fund was renamed Gateway and transitioned to Corsair Infrastructure Management, L.P. (CIM). Holly was Head of CIM until her retirement in January 2017, and continued as a Senior Advisor to CIM and a non-executive director on CIM's four portfolio companies until June 2017. From 2012 to 2015 Holly was a Director of Integrys Energy Group, Inc., and she was a Director of Reynolds American Inc. from 2008 to 2017. Holly brings to the Board a strong track record of growing businesses, with more than 35 years of domestic and international utility, power and infrastructure experience, international financial and operational experience managing assets on five continents, and strong board experience both as an independent non-executive director and as an investor, in the US and internationally.

Other appointments: Holly is a Non-executive Director and Chairman of the Audit Committee of British American Tobacco p.l.c., and a Non-executive Director of The AES Corporation and Arch Coal, Inc.

#### **JOHN MCDONOUGH CBE**

*Chairman*

John was appointed as a Director and Chairman of the Company on 31 October 2012. John was Group Chief Executive Officer of Carillion plc, the support services and construction firm, for 11 years until he retired in 2011. Prior to joining Carillion plc he spent nine years in the automotive systems division at Johnson Controls Inc. in the UK, Asia Pacific and EMEA. John served as a Non-executive Director of Exel plc in 2004 and 2005 and as a Non-executive Director and Chairman of the Remuneration Committee of Tomkins plc from 2007 to 2010. He was also a Trustee of Team Rubicon UK from 2015 to 2018. John has a strong engineering background and ably leads the Board with his global commercial experience and proven strategic and leadership skills gained in a complex multinational business, serving as CEO with an international listed company. He has proven operational and strategic understanding of a range of business environments, gained from working in Asia Pacific, EMEA and the UK, and clear leadership understanding of safety issues. John was awarded a CBE in 2011 for services to industry.

Other appointments: John joined The Vitec Group plc in March 2012 and has served as its Chairman since June 2012. John will retire from the Vitec Board on 21 May 2019. He is also Chairman of Sunbird Business Services Limited and a Non-executive Director of Cornerstone Property Assets Limited, two much smaller private companies where the time commitment is limited.

#### **GUY YOUNG**

*Executive Director – Chief Financial Officer*

Guy was appointed as a Director and Chief Financial Officer of the Company on 1 November 2015. From 2011 to 2015, he served as Chief Financial Officer of Tarmac and latterly Lafarge Tarmac, the British building materials company, prior to which he held senior financial and business development positions at Anglo American plc. Guy is qualified with the South African Institute of Chartered Accountants and brings to the Board significant financial and business development experience, and extensive international experience gained in the mining and industrial sectors. He has a strong focus on strategic execution and business optimisation, and has drive and energy in managing people and teams.

**Reappointment of PricewaterhouseCoopers LLP as Auditor and authorisation of Directors to determine the Auditor's remuneration (Resolutions 12 and 13)**

Resolutions 12 and 13 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 2018 by way of audit fees to the Auditor, together with the amounts paid in respect of non-audit fees, are shown in Note 6 on page 141 of the Annual Report.

**Authority for the Company to incur political expenditure (Resolution 14)**

Resolution 14 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 2020, whichever is the earlier, up to a maximum aggregate amount of £100,000.

**Directors' authority to allot shares (Resolution 15)**

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 10 May 2018, Shareholders granted the Directors authority to allot Shares and grant rights under Section 551 of the Companies Act. Resolution 15 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 £9,040,463 representing an amount equal to one-third of the Company's issued share capital, excluding Treasury Shares, as at 26 March 2019; 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 £9,040,463 representing an amount equal to one-third of the Company's issued share capital, excluding Treasury Shares, as at 26 March 2019.

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 £18,080,926 representing a total amount equal to two-thirds of the Company's issued share capital, excluding Treasury Shares, as at 26 March 2019.

The authority being sought complies with the Share Capital Management Guidelines issued by the Investment Association in 2016, (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 26 March 2019, the Company held 7,271,174 Treasury Shares which represent 2.61% of the total number of Ordinary Shares in issue at that date.

The authorities granted in Resolution 15 will expire on the date of the Company's next AGM or at the close of business on 30 June 2020, whichever is the earlier.

**Special Resolutions****Directors' authority to allot shares other than on a pre-emptive basis (Resolutions 16 and 17)**

If equity securities are to be allotted for cash using the authority given by Resolution 15 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 16 and 17, 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 March 2015. The Resolutions are proposed in accordance with the template resolutions published by the UK Pre-Emption Group in May 2016.

Resolution 16 is a special resolution which renews and extends the Directors' authority, granted by the Shareholders at a general meeting of the Company held on 10 May 2018, to allot equity securities, and/or sell Treasury Shares, for cash:

- i) in connection with a rights issue or other pre-emptive offer; or
- ii) in any other case up to an aggregate nominal value of £1,356,069 representing approximately 5 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.

Resolution 17, which is proposed as a special resolution, authorises the Board, in addition to the authority set out in Resolution 16, to allot equity securities, and/or sell Treasury Shares, for cash up to a further aggregate nominal value of 5 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 six 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 Board confirms that it intends to adhere to the provisions in the Pre-Emption Principles, and not to allot shares for cash on a non pre-emptive basis in excess of an amount equal to 7.5 per cent of the Company's issued Share Capital excluding Treasury Shares within a rolling three-year period, other than (i) with prior consultation with Shareholders, or (ii) in connection with an acquisition or specified capital investment which is announced contemporaneously with the allotment or which has taken place in the preceding six-month period and is disclosed in the announcement of the allotment.

These Resolutions seek a disapplication of the pre-emption rights in relation to a rights issue 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. If passed, the authorities given in these Resolutions will expire on the date of the Company's next Annual General Meeting or at the close of business on 30 June 2020, whichever is the earlier.

#### **Authority for the Company to purchase its own shares (Resolution 18)**

Resolution 18 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 2020, 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 27,121,389 Shares of 10 pence each (representing 10% of the Company's issued Shares, excluding Treasury Shares, as at 26 March 2019). As at 26 March 2019 (which is the latest practicable date before publication of this Notice), approximately 3.0 million Shares were capable of issue in respect of allocations or options to subscribe for Shares. This represents 1.08% of the issued Share capital of the Company at that date, which would increase to 1.34% 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 purchased 7,271,174 of its own Shares under the authority granted at the 2013 Annual General Meeting which are held in treasury. The Board has no present intention of exercising the authority granted pursuant to this resolution.

#### **Authority for the Company to call a general meeting on 14 clear days' notice (Resolution 19)**

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 19 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.

**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.**

**Definitions**

"AGM" or "Meeting"	The Annual General Meeting of Vesuvius plc to be held on Wednesday 15 May 2019, notice of which is contained in this document
"Annual Report"	The annual report and accounts of the Company for the year ended 31 December 2018
"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 2019
"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