

The following information is provided in accordance with Section 430(2B) of the Companies Act 2006.

As announced on 18 November 2024, Paul Waterman will step down from his role as Chief Executive Officer no later than 30 April 2025. He will remain employed by the Group in order to ensure an orderly handover to his successor, until his employment ends on 31 July 2025. Remuneration arrangements in respect of his departure reflect his contractual entitlements, the Directors' Remuneration Policy approved by shareholders on at the Annual General Meeting on 26 April 2022 and the Rules of the relevant Plans.

Salary and benefits

Paul Waterman will receive his normal remuneration under the terms of his service agreement through to 31 July 2025, after which he will cease to be employed by the Group. He will receive a payment in lieu of any accrued but unused annual leave as of 31 July 2025. From 1 August 2025 through to 18 November 2025 he will receive continued payment of his base salary in lieu of serving the remainder of his 12 month notice period. These payments are subject to mitigation.

Annual bonus

Paul Waterman remains eligible to participate in the Elementis Group Annual Bonus Plan:

- (a) for the financial year ending 31 December 2024, subject to achievement of performance measures. The payment of any bonus earned will be made by way of (a) cash lump sum to the value of 50% of the bonus entitlement in March 2025, and (b) deferred shares to the value of 50% of the bonus entitlement, which will vest on 31 July 2025. The deferred shares (net of any tax due) will need to be retained in connection with the two year post cessation of employment shareholding policy (see below); and
- (b) for the financial year ending 31 December 2025, pro-rated to 31 July 2025, subject to achievement of performance measures. Payment will be made by way of (a) cash lump sum to the value of 50% of the bonus entitlement, and (b) deferred shares to the value of 50% of the bonus entitlement, which will vest in March 2028.

Any bonuses paid will remain subject to malus and clawback as well as the wider terms of the plan. The bonus earned for the financial year ending 31 December 2024 will be disclosed in the 2024 Directors' Remuneration Report. The bonus earned for the financial year ending 31 December 2025 will be disclosed in the 2025 Directors' Remuneration Report.

Long Term Incentive Plan Awards

The Remuneration Committee determined Paul Waterman to be a good leaver under the Rules of the Elementis Long Term Incentive Plan ('LTIP') as a result of his cessation of employment being by way of mutual agreement in connection with the Board's leadership succession plans. As a result, his 2022 LTIP award of 1,236,244 shares will vest in full on 4 April 2025 subject to the application of the performance conditions tested to 31 December 2024.

His 2023 and 2024 LTIP awards will vest on their normal vesting dates in 2026 and 2027 respectively, subject to pro-rata reduction to reflect the period from grant to the cessation of his employment on 31 July 2025 relative to three years and the application of performance conditions.

After pro-rata to 31 July 2025, Paul Waterman has 1,048,704 shares eligible to vest under the 2023 LTIP award and 484,254 shares eligible to vest under the 2024 LTIP award.

In accordance with the rules of the LTIP, any vested shares will remain subject to the terms of the Plan which include a two year holding period from vesting and malus and clawback provisions.

Other payments

Paul Waterman will receive a capped contribution of up to:

- (a) £20,000 (excluding VAT) towards legal advisory fees incurred in connection with his departure; and
- (b) £50,000 (excluding VAT) towards (i) the preparation of tax filings for each year in which he receives employment income from the Group that is taxable in the UK and (ii) career transition advisory support.

Further information

Other than the items referenced above, Paul Waterman will not receive any remuneration payments or payments for loss of office. The leaving arrangements will be set out in the Annual Report & Accounts for the financial year ending 31 December 2024.

In accordance with the post-cessation shareholding policy introduced in 2022, no shares derived from incentive plans from 2022 onwards may be sold (other than to pay any tax arising on vesting) within two years of cessation of employment unless the shares retained, after tax, from those awards exceed the number of shares calculated to be of value equivalent to 200% of salary as at 31 July 2025 divided by the closing share price on 31 July 2025.

LTIP shares are subject to a two year holding period under the Remuneration Policy.

In accordance with section 430(2B) of the Companies Act 2006, the information contained in this document has been made available on the company's website until such time as the Company's Annual Report & Accounts for the financial year ending 31 December 2024 is made available.