

Notice of Annual General Meeting 2025

VENATOR

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own financial advice from your stockbroker, bank manager, solicitor, accountant or other independent adviser authorised under the Financial Services and Markets Act 2000 if you are resident in the U.K. or, if you reside elsewhere, another appropriately authorised financial adviser.

This document does not constitute an offer to buy, acquire or subscribe for (or the solicitation of an offer to buy, acquire or subscribe for) shares of Venator Materials PLC. This document does not contain an offer of transferrable securities within the meaning of section 102B of FSMA and does not constitute a prospectus within the meaning of section 85 of FSMA.

This document should not be distributed, forwarded or transmitted in or into any jurisdiction in which such an act would constitute a breach of the relevant laws of such jurisdiction.

The registered office of Venator Materials PLC is Titanium House, Hanzard Drive, Wynyard Park, Stockton-On-Tees, United Kingdom, TS22 5FD. Venator Materials PLC is incorporated and registered in England and Wales under the Companies Act 2006 with registered number 10747130.

VENATOR

VENATOR MATERIALS PLC

A notice convening the 2025 AGM of the Company is set out beginning on page 1 of this document.

You are recommended to read the whole of this document but your attention is drawn to the letter from the President and Chief Executive of the Company, which is set out on pages i to ii of this document and which provides details of the business of the 2025 AGM.

THE 2025 ANNUAL GENERAL MEETING WILL BE HELD ON MARCH 25, 2025 AT 2:00 P.M. GREENWICH MEAN TIME AT THE OFFICES OF VENATOR MATERIALS PLC AT TITANIUM HOUSE, HANZARD DRIVE, WYNYARD PARK, STOCKTON-ON-TEES, UNITED KINGDOM, TS22 5FD.

AN INVITATION FROM VENATOR'S LEADERSHIP

DEAR FELLOW SHAREHOLDER,

We are pleased to invite you to the 2025 annual general meeting of Venator Materials PLC (the "**2025 AGM**"), which this year will be held at the offices of Venator Materials PLC at Titanium House, Hanzard Drive, Wynyard Park, Stockton-on-Tees, United Kingdom, TS22 5FD on March 25, 2025 at 2:00 p.m., Greenwich Mean Time. The formal notice of the 2025 AGM (the "**Notice of 2025 AGM**") immediately follows this invitation and contains the proposed resolutions to be passed by the shareholders of our company at the meeting.

It is important that you use this opportunity to take part in the affairs of our company by voting on the business to come before the 2025 AGM, and we urge you to read the Notice of 2025 AGM and the accompanying notes in full for additional information concerning the matters to be considered at the meeting.

PLEASE VOTE AS SOON AS POSSIBLE

We ask that you vote as soon as possible. You may vote by proxy via the Internet or by mail by following the instructions on the enclosed form of proxy, or in accordance with the information forwarded by your broker, bank or other holder of record. For detailed information regarding voting instructions, please refer to pages 2 to 7 of the accompanying formal notice of the 2025 AGM.

Thank you for your continued support, interest and investment in Venator Materials PLC.

Yours sincerely



E. Bryan Snell
President and Chief Executive Officer

February 27, 2025

NOTICE OF 2025 ANNUAL GENERAL MEETING

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NOTICE OF 2025 ANNUAL GENERAL MEETING

Notice is hereby given that the 2025 Annual General Meeting (the “**2025 AGM**”) of Venator Materials PLC (the “**Company**”) will be held at the offices of the Company at Titanium House, Hanzard Drive, Wynyard Park, Stockton-On-Tees, United Kingdom, TS22 5FD on March 25, 2025 commencing at 2:00 p.m. Greenwich Mean Time, for the transaction of the business set forth below.

The Company has one class of ordinary shares. The holders of the ordinary shares are entitled to one vote per share on all matters that are subject to a shareholder vote.

This notice is being sent to you because, as of the close of business in New York on February 14, 2025, you have been determined to be a holder of ordinary shares of the Company.

All resolutions to be considered at the 2025 AGM will be proposed as ordinary resolutions. That means that, provided a quorum is present, for each of the resolutions to be passed, a simple majority (i.e., more than 50%) of the votes cast (whether in person or by proxy) must be cast in favour of the resolution. All resolutions at the 2025 AGM will be decided on a poll. You can order a paper copy of this notice or any other Company report free of charge at <https://www.venatorcorp.com/investor-relations/financials/annual-report-and-proxy-materials>. Copies will also be available at the 2025 AGM.

ORDINARY RESOLUTIONS

Proposal	Description
1	Re-appointment of Deloitte LLP as our U.K. statutory auditors, to hold office until the conclusion of the next annual general meeting of the shareholders. See notes on page 8.
2	Authorisation for the Audit Committee to determine the U.K. statutory auditors’ remuneration for the financial year ending December 31, 2025. See notes on page 8.
3	Authorisation for the Company and its subsidiaries (including any company that is or becomes a subsidiary at any time during which the period for which the accompanying resolution is effective) to make political donations and incur political expenditures. See notes on page 8.
4	Receipt and adoption of 2023 Annual Report and Accounts

RESULTS OF VOTES

The results of polls taken on the resolution at the 2025 AGM and any other information required by the Companies Act 2006 will be made available on the Company’s website (<https://www.venatorcorp.com/investor-relations/financials/annual-report-and-proxy-materials>) as soon as reasonably practicable following the 2025 AGM and for the required period thereafter.

BY ORDER OF THE BOARD



Alex Paterson
Company Secretary
February 27, 2025

Registered and head office

Titanium House
Hanzard Drive
Wynyard Park, Stockton-On-Tees
United Kingdom, TS22 5FD

NOTES REGARDING THE 2025 ANNUAL GENERAL MEETING

GENERAL

The 2025 Annual General Meeting (the “**2025 AGM**”) of Venator Materials PLC (“**Venator**,” the “**Company**,” “**us**,” “**we**,” or “**our**”) will be held at the offices of Venator Materials PLC, Titanium House, Hanzard Drive, Wynyard Park, Stockton-on-Tees, TS22 5FD, United Kingdom, on March 25, 2025 at 2:00 p.m. Greenwich Mean Time for the purposes set forth in the accompanying Notice of 2025 AGM. Our board of directors (the “**Board**”) is not aware of any other matters to be presented at the 2025 AGM.

The offices of the Company, as set forth above, shall constitute the principal meeting place, where the 2025 AGM shall take place. Please also note that certain members of the Board may not be physically present at this address for the 2025 AGM and in such case may attend the 2025 AGM via electronic means.

ACTIONS TO BE TAKEN

If you are a holder of ordinary shares in the Company and are planning to attend the 2025 AGM in person (or by way of corporate representative), please inform Venator Investor Relations at ir@venatorcorp.com.

If you are unable to attend the 2025 AGM in person, you can still vote on the resolutions by appointing a proxy. A form of proxy for use at the 2025 AGM is enclosed. You are advised to vote in accordance with the instructions printed on your form of proxy as soon as possible but in any event by no later than 11:59 p.m. Eastern Daylight Time on March 24, 2025.

Further information about how to vote and attend the 2025 AGM is given below.

The Board of Directors strongly encourages shareholders to exercise their votes by submitting their form of proxy in advance of the 2025 AGM and to appoint the individuals named herein as their proxy with their voting instructions.

Any person who participates at the 2025 AGM by way of arrangements described in this Notice of 2025 AGM will be deemed present at, and will count in the quorum for, the 2025 AGM.

The return of a completed form of proxy will not preclude a shareholder from attending the 2025 AGM in-person, should they subsequently decide to do so.

REPORTING AND OVER-THE-COUNTER TRADING IN THE UNITED STATES

The Company is incorporated under the laws of England and Wales. As such, the Company is subject to the Companies Act 2006 (the “**Act**”) and required to report financial information consistent with English law. Prior to May 30, 2023, the Company’s ordinary shares were listed on the New York Stock Exchange (“**NYSE**”), under the symbol “**VNTR**”. The Company’s ordinary shares currently trade in the OTC Expert Market under the symbol “**VNTRF**.”

Certain proposals on which you are being asked to vote are customary for public limited companies incorporated in England and Wales to present to shareholders at each annual general meeting. Specifically, proposals 1, 2, 3 and 4 are customary proposals for public limited companies incorporated in England and Wales.

Your vote is important to us and allows you to participate in the future of our Company. We encourage you to read this Notice of 2025 AGM and the matters to be considered at the 2025

AGM, and to use this opportunity to take part in the affairs of our Company by voting on the matters to be considered at the 2025 AGM.

SHAREHOLDER QUESTIONS

1. WHAT IS THE PURPOSE OF THE 2025 AGM?

At the 2025 AGM, shareholders will vote upon the matters set forth in the Notice of 2025 AGM and further described in the “Ordinary Resolutions for 2025 Annual General Meeting” section on page 9 herein, on any other matters properly presented at the 2025 AGM in accordance with our current amended and restated Articles of Association (the “**Articles**”). As of the date of this Notice of 2025 AGM, the Board is not aware of any other matters to be presented at the 2025 AGM. In addition, our management will be available to respond to questions from shareholders at the 2025 AGM.

Any shareholder of record attending the 2025 AGM has the right to ask questions. Shareholders are kindly asked to direct questions to the chair of the 2025 AGM and limit their questions to matters that relate directly to the business of the 2025 AGM. We must answer any questions asked by a shareholder of record attending the 2025 AGM relating to the business dealt with at the 2025 AGM unless to do so would: (i) interfere unduly with the business of the 2025 AGM; (ii) be undesirable in the interests of Venator or the good order of the 2025 AGM; (iii) involve the disclosure of confidential and/or commercially sensitive information; or (iv) be duplicative of information already provided on our website or in our public filings.

2. WHAT IS INCLUDED IN THE NOTICE OF 2025 AGM?

The Notice of 2025 AGM and accompanying materials include: (1) the Notice of 2025 AGM; and (2) a proxy form for the 2025 AGM.

3. HOW CAN I ACCESS SHAREHOLDER MATERIALS OVER THE INTERNET?

Your Notice of 2025 AGM and form of proxy (as applicable) contain instructions on how to:

- view the Notice of 2025 AGM and accompanying materials online at www.proxyvote.com; and
- instruct us to send future shareholder materials to you electronically by e-mail.

If you choose to access future shareholder materials electronically, you will receive an e-mail with instructions containing a link to the website where those materials are available and a link to the proxy voting website. Your election to access shareholder materials by e-mail will remain in effect until you terminate it.

4. WHAT IS A PROXY?

A proxy is a person legally designated by you (amongst other shareholders) to vote the shares you own. A shareholder of record who is entitled to attend and vote at the 2025 AGM is entitled to appoint another person as his or her proxy to exercise all or any of his or her rights as a shareholder and to speak and vote at the 2025 AGM. If you designate someone as your proxy in a written document, that document also is called a proxy or a proxy form. E. Bryan Snell our President and Chief Executive Officer, and Alex Paterson, our Secretary, will serve as proxies for the 2025 AGM pursuant to the proxy card solicited by our Board. A form of proxy for use at the 2025 AGM is enclosed.

A shareholder of record is entitled to appoint more than one proxy in relation to the 2025 AGM (provided that each proxy is appointed to exercise the rights attached to different ordinary

shares). Such proxy need not be a shareholder of record but must attend the 2025 AGM and vote as the shareholder of record instructs for such vote to be counted.

5. WHAT IS THE RECORD DATE AND WHO IS ENTITLED TO VOTE AT THE 2025 AGM?

The record date for the 2025 AGM is February 14, 2025. Owners of record of ordinary shares at the close of business on the record date are entitled to:

- receive notice of the 2025 AGM; and
- vote at the 2025 AGM and any adjournments or postponements in accordance with our Articles.

At the close of business in New York on February 14, 2025, there were 785,692 ordinary shares outstanding, each of which is entitled to one vote on each item of business to be considered at the 2025 AGM, unless otherwise restricted from voting in accordance with applicable law and/or the Articles.

Any corporate shareholder of record may, by resolution pursuant to its articles or other governing body, authorize another person to act as its representative at the 2025 AGM, and such authorized person will (on production of a certified copy of such resolution at the 2025 AGM) be entitled to exercise the same powers on behalf of the corporation as that corporation could exercise if it were an individual shareholder of the Company.

In the case of joint holders, the vote of the senior holder who submits a vote will be accepted to the exclusion of the vote of the other joint holders, with seniority determined by the order in which the names of the holders appear in the register of members of our transfer agent.

A list of shareholders entitled to vote at the 2025 AGM will be available for inspection at our principal executive offices at Titanium House, Hanzard Drive, Wynyard Park, Stockton-on-Tees, TS22 5FD, United Kingdom for 10 days prior to the 2025 AGM (during ordinary business hours, beginning on March 14, 2025) and during the 2025 AGM. If you would like to review the shareholder list during ordinary business hours, please contact Venator Investor Relations via email at ir@venatorcorp.com to schedule an appointment.

6. HOW MANY VOTES ARE REQUIRED TO HOLD THE 2025 AGM?

The required quorum for the transaction of business at the 2025 AGM are shareholders entitled to cast at least the majority of the voting rights of the Company, represented in person or by proxy. Consequently, the presence, in person or by proxy, of the holders of at least 392,847 ordinary shares] is required to establish a quorum at the 2025 AGM. Shares that are voted with respect to a particular matter are treated as being present at the 2025 AGM for purposes of establishing a quorum. Abstentions and broker non-votes (discussed below) will be counted as present and entitled to vote for purposes of determining a quorum at the 2025 AGM.

7. WHO MAY ATTEND THE 2025 AGM?

All shareholders of record who owned ordinary shares at the close of business in New York on the record date, February 14, 2025, or their duly appointed proxies, may attend the 2025 AGM and any adjournments or postponements thereof, as may our invited guests. "Street name shareholders," as described in Question 8 below, who owned ordinary shares at the close of business in New York on February 14, 2025, may also attend subject to the requirements set forth in Questions 8 and 9 below. Seating is limited and admission is on a first-come, first-served basis. If you attend the 2025 AGM, you will need to bring your Notice of 2025 AGM or proxy form, a form of personal photo identification (such as a passport or driver's license) and check in at the registration desk at the 2025 AGM. **Please note that if you hold shares in "street**

name” (that is, in a brokerage account or through a bank or other nominee), you also will need to bring valid photo identification and a copy of a statement reflecting your share ownership as of February 14, 2025 or you will not be admitted.

8. WHAT IS THE DIFFERENCE BETWEEN A SHAREHOLDER OF RECORD AND A SHAREHOLDER WHO HOLDS SHARES IN “STREET NAME”?

Most shareholders hold their shares through a broker, bank or other nominee (i.e., in “street name”) rather than directly in their own name. As summarized below, there are some distinctions between shares held “of record” and those held in “street name.”

- ***Shareholders of Record.*** If your shares are registered directly in your name on the register of members with our transfer agent, you are considered, with respect to those shares, the “shareholder of record.” As the shareholder of record, you have the right to grant your voting proxy directly or to vote in person at the 2025 AGM.
- ***Street Name Shareholders.*** If your shares are held in a share brokerage account or by a bank or other nominee, you are considered, with respect to those shares, the beneficial owner of shares held in “street name,” and the proxy materials are being forwarded to you by your broker, bank or other nominee, which is considered, with respect to those shares, the “shareholder of record”. You have the right to instruct your broker, bank or other nominee how to vote.

9. WHAT DIFFERENT METHODS CAN I USE TO VOTE?

Shareholders of Record: Shareholders of record may (1) vote their shares in person at the 2025 AGM by completing a ballot at the 2025 AGM; or (2) submit a proxy to have their shares voted by one of the following methods:

- By Internet. You may submit a proxy form electronically on the Internet by following the instructions provided on the proxy form or Notice of 2025 AGM. Please have your proxy form or Notice of 2025 AGM in hand when you log onto the website. Internet voting facilities will be available 24 hours a day and will close at 11:59 p.m., Eastern Daylight Time, on March 24, 2025.
- By Mail. If you received a paper copy of the Notice of 2025 AGM and accompanying materials by mail, you may indicate your vote by completing, signing and dating your proxy form and returning it in the enclosed reply envelope to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, New York, 11717. The proxy form must be received by 5:00 p.m., Eastern Daylight Time, on March 24, 2025.

Street Name Shareholders: Street name shareholders may generally vote their shares or submit a proxy to have their shares voted by one of the following methods:

- By the Methods Listed on the Voting Instruction Form. Please refer to the voting instruction form or other information forwarded by your bank, broker or other nominee to determine whether you may submit a proxy form by telephone or on the Internet, following the instructions provided by the record holder.
- In Person. ***If you are a street name shareholder, you may vote in person at the 2025 AGM only if you obtain a legal proxy from your bank, broker or other nominee.*** Please consult the voting instruction form or other information sent to you by your bank, broker or other nominee to determine how to obtain a legal proxy in order to vote in person at the 2025 AGM.

SUBMITTING YOUR PROXY FORM VIA INTERNET, TELEPHONE OR MAIL DOES NOT AFFECT YOUR ABILITY TO VOTE IN PERSON AT THE 2025 AGM.

10. WHAT HAPPENS IF I DO NOT GIVE SPECIFIC VOTING INSTRUCTIONS WHEN RETURNING MY PROXY FORM?

Shareholders of Record: A proxy form that is properly completed and submitted will be voted at the 2025 AGM in accordance with the instructions on the proxy form. If you are a shareholder of record and you indicate when voting on the Internet that you wish to vote as recommended by the Board, then your shares will be voted at the 2025 AGM in accordance with the Board's recommendation on all matters presented for a vote at the 2025 AGM. Similarly, if you properly complete and submit a proxy form, but do not indicate any contrary voting instructions, your shares will be voted for a particular proposal or for all of the proposals in accordance with the Board's recommendation. If any other business properly comes before the shareholders for a vote at the 2025 AGM, your shares will be voted at the discretion of your designated proxy. As at the date of this Proxy Statement, the Board knows of no matters, other than those previously described, to be presented for consideration at the 2025 AGM.

11. WHAT VOTES ARE NEEDED FOR EACH PROPOSAL TO PASS AND IS BROKER DISCRETIONARY VOTING ALLOWED?

Proposal		Vote Required	Broker Discretionary Vote Allowed
(1)	Re-appointment of our U.K. Statutory Auditor	Majority of votes cast in person or by proxy and entitled to vote	Yes
(2)	Authorisation of the Board or the Audit Committee to Determine the Remuneration of our U.K. Statutory Auditor	Majority of votes cast in person or by proxy and entitled to vote	Yes
(3)	Authorisation of Venator and its Subsidiaries to Make Political Donations and Incur Political Expenditure	Majority of votes cast in person or by proxy and entitled to vote	No
(4)	Receipt and adoption of 2023 Annual Report and Accounts	Majority of votes cast in person or by proxy and entitled to vote	No

In respect of the receipt and adoption of the 2023 Annual Report and Accounts in Proposal 4, the results of the vote are advisory and will not be legally binding on us. However, the Board values the opinions of our shareholders and will carefully consider the outcome of the advisory vote.

12. HOW ARE ABSTENTIONS AND BROKER NON-VOTES TREATED?

As noted above, abstentions and broker non-votes are counted for purposes of determining a quorum. For purposes of determining whether a proposal is approved, abstentions are not considered as votes cast and will have no effect on the outcome of a proposal. Broker non-votes are not considered as shares having voting power present in person or represented by proxy and will not be counted toward the vote total and therefore will have no effect on the outcome of a proposal.

13. WHAT HAPPENS IF ADDITIONAL PROPOSALS ARE PRESENTED AT THE 2025 AGM?

If you grant a proxy, the persons named as proxy holders will have discretion to vote your shares on any additional matters properly presented for a vote at the 2025 AGM. Under our Articles, the deadline for notifying us of any additional proposals to be presented at the 2025 AGM has passed and, accordingly, shareholders may not present proposals at the 2025 AGM.

14. CAN I CHANGE MY VOTE AFTER SUBMITTING MY PROXY?

If you are a shareholder of record, you may revoke a previously submitted proxy at any time before the polls close at the 2025 AGM by:

- voting again by telephone or through the Internet prior to 11:59 p.m. Eastern Daylight Time on March 24, 2025;
- requesting, completing and mailing in a new paper form of proxy, which must be received by 5:00 p.m., Eastern Daylight Time, on March 24, 2025;
- giving written notice of revocation to our Corporate Secretary by mail to Corporate Secretary, Titanium House, Hanzard Drive, Wynyard Park, Stockton-on-Tees TS22 5FD; or
- attending the 2025 AGM and voting in person (merely attending the 2025 AGM will not revoke a prior submitted proxy).

Any written revocation or later dated proxy that is mailed must be received by the Corporate Secretary before the close of business in New York on March 24, 2025. Alternatively, you may hand deliver a written revocation notice or a later dated proxy to Venator's Corporate Secretary at the 2025 AGM before voting begins.

If you are a street name shareholder, you must follow the instructions to revoke your proxy, if any, provided by your bank, broker or other nominee.

15. WHAT DOES IT MEAN IF I RECEIVE MORE THAN ONE NOTICE OF 2025 AGM OR MORE THAN ONE SET OF SHAREHOLDER MATERIALS?

It means that you have multiple accounts with our transfer agent, Computershare, and/or brokers, banks or other nominees. Please vote all of your shares. We recommend that you contact Computershare and/or your broker, bank or other nominee (as applicable) to consolidate as many accounts as possible under the same name and address. If you have multiple accounts with Computershare that you want to consolidate, please submit your request by mail to Computershare Trust Company, N.A., P.O. Box 43078, Providence, RI 02940-3078, or by telephone toll free at 1-800-546-5141. Outside the U.S. and Canada, you can call 1-781-575-2765. Computershare may also be reached through its website at www.computershare.com.

16. WHERE CAN I FIND THE VOTING RESULTS OF THE 2025 AGM?

The preliminary voting results will be announced at the 2025 AGM. The results of the polls taken on the resolutions at the 2025 AGM will be checked by the scrutineer and, along with any other information required by the Act, made available on our website at <https://www.venatorcorp.com/investor-relations/financials/annual-report-and-proxy-materials> as soon as reasonably practicable following the 2025 AGM.

ORDINARY RESOLUTIONS FOR THE 2025 ANNUAL GENERAL MEETING

PROPOSAL 1: RE-APPOINTMENT OF OUR U.K. STATUTORY AUDITOR

The statutory auditor of an English-incorporated company is responsible for conducting the statutory audit of such company's statutory accounts in accordance with the Act.

Under the Act, our U.K. statutory auditor must be appointed at each meeting at which the annual report and accounts are presented to shareholders. Our current U.K. statutory auditor is Deloitte LLP, and our Audit Committee has approved their re-appointment to serve as our U.K. statutory auditor until the next annual general meeting of the Company. We are asking shareholders to approve the re-appointment of Deloitte LLP to hold office from the conclusion of the 2025 AGM until the next annual general meeting.

The following resolution is submitted for shareholder vote at the 2025 AGM:

“RESOLVED, that the re-appointment of Deloitte LLP as Venator Materials PLC’s U.K. statutory auditor under the U.K. Companies Act 2006, to hold office from the conclusion of the 2025 AGM until the next annual general meeting be, and it hereby is, approved.”

If the re-appointment of Deloitte LLP as our U.K. statutory auditor is not approved at the 2025 AGM, the Board may in its discretion appoint a different auditor to fill the vacancy.

THE BOARD RECOMMENDS A VOTE “FOR” THE RE-APPOINTMENT OF DELOITTE LLP AS OUR U.K. STATUTORY AUDITOR TO HOLD OFFICE UNTIL THE CONCLUSION OF THE NEXT ANNUAL GENERAL MEETING.

PROPOSAL 2: AUTHORIZATION OF THE BOARD OR THE AUDIT COMMITTEE TO DETERMINE THE REMUNERATION OF DELOITTE LLP AS OUR U.K. STATUTORY AUDITOR

Under the Act, the remuneration of our U.K. statutory auditor must be fixed by way of an ordinary resolution.

We are asking our shareholders to authorize the Board to determine the remuneration of Deloitte LLP in its capacity as our U.K. statutory auditor. It is proposed that, going forward, the Board would delegate this authority to determine the remuneration of our U.K. statutory auditor to the Audit Committee in accordance with the Board's procedures and applicable law.

The following resolution is submitted for shareholder vote at the 2025 AGM:

“RESOLVED, that the directors on the board of, or the Audit Committee of, Venator Materials PLC be, and they hereby are, authorized to determine Deloitte LLP’s remuneration as Venator Materials PLC’s U.K. statutory auditor.”

THE BOARD RECOMMENDS A VOTE “FOR” THE AUTHORIZATION OF THE BOARD OR THE AUDIT COMMITTEE TO DETERMINE THE REMUNERATION OF DELOITTE LLP AS OUR U.K. STATUTORY AUDITOR.

PROPOSAL 3: AUTHORIZATION OF VENATOR AND ITS SUBSIDIARIES TO MAKE POLITICAL DONATIONS AND INCUR POLITICAL EXPENDITURES

Part 14 of the Act prohibits the Company and its subsidiaries from making a political donation to a political party, a political organization or an independent election candidate, or from incurring political expenditures, unless the donation or expenditure is authorized by way of a shareholder resolution.

We maintain a policy prohibiting donations to political organizations or incurring political expenditures without Board approval. However, because of the broad definition in the Act of

matters constituting political donations and political expenditures, we nevertheless wish to ensure that neither the Company, nor any company that is or becomes a subsidiary at any time during the period for which this resolution is effective, inadvertently makes a political donation or incurs political expenditures in breach of the Act. We are therefore asking shareholders to provide authorization as a precautionary measure and in order to avoid inadvertent infringement in the event of a donation or expenditure that would require prior shareholder approval under the Act.

This proposal does not purport to authorize any particular donation or expenditure but is expressed in general terms as required by the Act.

For the purposes of this proposal, “political donation,” “political parties,” “independent election candidates,” “political organization” and “political expenditure” have the meanings given to them in sections 363 to 365 of the Act.

The following resolution is submitted for shareholder vote at the 2025 AGM:

“RESOLVED, that Venator Materials PLC (and any company that is or becomes its subsidiary at any time during the period for which this resolution is effective), in accordance with sections 366 and 367 of the U.K. Companies Act 2006, be, and each hereby is, authorized to:

- make political donations to political parties or independent election candidates not exceeding \$150,000 in aggregate;*
- make political donations to political organizations other than political parties not exceeding \$150,000 in aggregate; and*
- incur political expenditures not exceeding \$150,000 in the aggregate,*

during the period beginning on the date of the passing of this resolution and expiring at our next annual general meeting, provided that the maximum amounts referred to above may comprise sums in different currencies which shall be converted at such rate as our Board may, in their absolute discretion, determine to be appropriate.”

If this proposal is approved at the 2025 AGM, the Company (and any company that is or becomes its subsidiary at any time during the period for which this resolution is effective) will be permitted to make political donations or to incur political expenditures up to the aggregate amounts identified above until our next annual general meeting of shareholders.

If this proposal does not receive the required shareholder approval at the AGM, we will continue to endeavour to ensure that our company and our subsidiaries do not inadvertently commit any breaches of Part 14 of the Act.

THE BOARD RECOMMENDS A VOTE “FOR” THE AUTHORIZATION OF VENATOR AND ITS SUBSIDIARIES TO MAKE POLITICAL DONATIONS AND INCUR POLITICAL EXPENDITURES.

PROPOSAL 4: NON-BINDING ADVISORY VOTE TO RECEIVE AND ADOPT THE 2023 ANNUAL REPORT AND ACCOUNTS

The following resolution is submitted for a non-binding advisory shareholder vote at the 2025 AGM:

RESOLVED, that the shareholders hereby approve, on an advisory basis, the receipt of Venator Materials PLC’s annual report and accounts for the year ended December 31, 2023, together with the reports of the directors and the auditor thereon.

Please note that this vote is advisory and not binding on our company or the Board in any way.

THE BOARD RECOMMENDS A VOTE “FOR” THE RESOLUTION TO RECEIVE THE ANNUAL REPORT AND ACCOUNTS FOR YEAR ENDED DECEMBER 31, 2023.

ADDITIONAL INFORMATION

Notes:

1. The proposed resolutions will be put to vote on a poll. On a poll, each shareholder has one vote for every share held.
2. Shareholders of record may (1) vote their shares in person at the 2025 AGM by completing a ballot at the 2025 AGM; or (2) submit a proxy to have their shares voted by one of the following methods:
 - By Internet. You may submit a proxy form electronically on the Internet by following the instructions provided on the proxy form or Notice of 2025 AGM. Please have your proxy form or Notice of 2025 AGM in hand when you log onto the website. Internet voting facilities will be available 24 hours a day and will close at 11:59 p.m., Eastern Daylight Time, on March 24, 2025.
 - By Mail. If you received a paper copy of the Notice of 2025 AGM and accompanying materials by mail, you may indicate your vote by completing, signing and dating your proxy form and returning it in the enclosed reply envelope to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, New York, 11717. The proxy form must be received by 5:00 p.m., Eastern Daylight Time on March 24, 2025.
3. A copy of any power of attorney under which the form of proxy is signed must (i) in the case of paper copy proxy forms, be delivered with the form or (ii) in the case of proxy forms submitted electronically, be sent to CorporateSecretary@venatorcorp.com, in each case not less than 48 hours before the time of the 2025 AGM.
4. Submission of a proxy vote shall not preclude a member from attending and voting in person at the 2025 AGM in respect of which the proxy is appointed or at any adjournment thereof.
5. Any member entitled to attend, speak and vote at the 2025 AGM may appoint one or more proxies to attend, speak and vote on his/her behalf. A proxy need not be a member of the Company but must attend the 2025 AGM. A member may appoint more than one proxy in relation to the 2025 AGM provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. To appoint more than one proxy you should contact the Company's transfer agent, Computershare Trust Company, N.A., at P.O. Box 43078, Providence, RI 02940-3078 or by telephone at 1-866-644-4127.
6. To facilitate the distribution of materials to, and the voting process for, our beneficial shareholders, we have retained Broadridge Financial Solutions, Inc. as our proxy service provider in the U.S. Broadridge performs a number of processing functions for us, including distributing proxy materials by mail or electronically and collecting voting instructions.
7. In the case of a corporation, the form of proxy must be executed under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation. A corporation which is a member can appoint one or more corporate representatives who may exercise on its behalf all its powers as a member provided that they do not do so in relation to the same shares.
8. In the case of joint holders, the vote of the senior holder who tenders a vote whether in person or by proxy will be accepted to the exclusion of the votes of any other joint holders. For these purposes, seniority shall be determined by the order in which the names stand in the Company's relevant register of members for the certificated or uncertificated shares of the Company (as the case may be) in respect of the joint holding.

9. Except as set out in the notes to this Notice of 2025 AGM, any communication with the Company in relation to the 2025 AGM, including in relation to proxies, should be sent to ir@venatorcorp.com.
10. You may not use any electronic address (within the meaning of section 333(4) of the Companies Act 2006) provided in either this notice or any related documents (including the form of proxy) to communicate with the Company for any purposes other than those expressly stated herein.

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