

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

(Rule 14a-101)
INFORMATION REQUIRED IN PROXY STATEMENT
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934
(Amendment No.)

Filed by the Registrant ☒
Filed by a Party other than the Registrant ☐
Check the appropriate box:

- ☐ Preliminary Proxy Statement
- ☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- ☐ Definitive Proxy Statement
- ☐ Definitive Additional Materials
- ☒ Soliciting Material Under Rule 14a-12

Arcadium Lithium plc
(Name of Registrant as Specified in Its Charter)

(Name of Persons(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- ☒ No fee required.
- ☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
 - (1) Title of each class of securities to which transaction applies:
 - (2) Aggregate number of securities to which transaction applies:
 - (3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
 - (4) Proposed maximum aggregate value of transaction:
 - (5) Total fee paid:
- ☐ Fee paid previously with preliminary materials:
- ☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- (1) Amount previously paid:
- (2) Form, Schedule or Registration Statement No.:
- (3) Filing Party:
- (4) Date Filed:

Arcadium Lithium plc (“**Arcadium**”) expects to file a preliminary proxy statement with the Securities and Exchange Commission (the “**SEC**”) to be used to solicit proxies to approve the scheme of arrangement under the Companies (Jersey) Law 1991 contemplated by that certain Transaction Agreement, dated as of October 9, 2024, by and among Arcadium, Rio Tinto Western Holdings Limited, and Rio Tinto BM Subsidiary Limited (“**Buyer**”), pursuant to which all of the ordinary shares of Arcadium will be transferred to Buyer in exchange for cash (the “**Transaction**”), at a special meeting of its stockholders.

Item 1: On October 9, 2024, Arcadium sent a communication to its employees, a copy of which is filed herewith as Exhibit 1.

Item 2: On October 9, 2024, Arcadium published a message on LinkedIn, which is filed herewith as Exhibit 2.

Item 3: On October 9, 2024, Arcadium sent letters to local community leaders and representatives, a template of which is filed herewith as Exhibit 3.

Item 4: On October 9, 2024, Arcadium sent letters to customers, partners and suppliers, a template of which is filed herewith as Exhibit 4.

Item 5: On October 9, 2024, Arcadium sent letters to unions, a template of which is filed herewith as Exhibit 5.

Additional Information and Where to Find It

In connection with the Transaction, Arcadium plans to file with the United States Securities and Exchange Commission (the “**SEC**”) a proxy statement on Schedule 14A (the “**Proxy Statement**”). This communication is not a substitute for the Proxy Statement or any other document that Arcadium may file with the SEC and send to its shareholders in connection with the Transaction. Before making any voting decision, Arcadium’s shareholders are urged to read all relevant documents filed or to be filed with the SEC, including the Proxy Statement, as well as any amendments or supplements to those documents, when they become available, because they will contain important information about Arcadium and the Transaction.

Arcadium’s shareholders will be able to obtain a free copy of the Proxy Statement, as well as other filings containing information about Arcadium, free of charge, at the SEC’s website (www.sec.gov). Copies of the Proxy Statement and other documents filed by Arcadium with the SEC may be obtained, without charge, by contacting Arcadium through its website at <https://ir.arcadiumlithium.com/>.

Participants in the Solicitation

Arcadium, Rio Tinto, their respective directors, executive officers and other persons related to Arcadium or Rio Tinto may be deemed to be participants in the solicitation of proxies from Arcadium’s shareholders in connection with the Transaction. Information about the directors and executive officers of Arcadium and their ownership of ordinary shares of Arcadium is set forth in the sections entitled “*Directors, Executive Officers And Corporate Governance*” and “*Security Ownership Of Certain Beneficial Owners And Management And Related Stockholder Matters*” in Arcadium’s annual report on Form 10-K, as amended, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 29, 2024 and amended on April 1, 2024 and April 29, 2024, and is set forth in the sections entitled “*Board of Directors*” and “*Security Ownership of Arcadium Lithium plc*” in its proxy statement for its 2024 annual meeting of shareholders, which was filed with the SEC on June 7, 2024 and information about the directors and executive officers of Rio Tinto and their ownership of ordinary shares of Rio Tinto is set forth in the sections entitled “*Governance*” and “*Remuneration Report*” in Rio Tinto’s Annual Report on Form 20-F,

for the fiscal year ended December 31, 2023, which was filed with the SEC on February 23, 2024. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Proxy Statement and other relevant materials to be filed with the SEC in connection with the Transaction when they become available. Free copies of these documents may be obtained as described in the preceding paragraph.

Forward-Looking Statements

This Schedule 14A, and any related oral statements, may include “forward-looking statements” within the meaning of, and subject to the safe harbor created by, the federal securities laws, including statements related to the proposed Transaction, including financial estimates and statements as to the expected timing, completion and effects of the Transaction. These forward-looking statements are based on Arcadium’s current expectations, estimates and projections regarding, among other things, the expected date of closing of the Transaction and the potential benefits thereof, its business and industry, management’s beliefs and certain assumptions made by Arcadium, all of which are subject to change. Forward-looking statements often contain words such as “expect,” “anticipate,” “intend,” “aims,” “plan,” “believe,” “could,” “seek,” “see,” “will,” “may,” “would,” “might,” “considered,” “potential,” “estimate,” “continue,” “likely,” “expect,” “target,” “project,” or similar expressions or the negatives of these words or other comparable terminology that convey uncertainty of future events or outcomes. By their nature, forward-looking statements address matters that involve risks and uncertainties because they relate to events and depend upon future circumstances that may or may not occur, such as the consummation of the Transaction and the anticipated benefits thereof. These and other forward-looking statements, as well as any related oral statements, are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to: (i) the completion of the Transaction on anticipated terms and timing, including obtaining required shareholder and regulatory approvals, and the satisfaction of other conditions to the completion of the Transaction; (ii) potential litigation relating to the Transaction that could be instituted by or against Arcadium, Parent, Buyer or their respective affiliates, directors or officers, including the effects of any outcomes related thereto; (iii) the risk that disruptions from the Transaction will harm Arcadium’s business, including current plans and operations; (iv) the ability of Arcadium to retain and hire key personnel; (v) potential adverse reactions or changes to business or governmental relationships resulting from the announcement or completion of the Transaction; (vi) continued availability of capital and financing and rating agency actions; (vii) legislative, regulatory and economic developments affecting Arcadium’s business; (viii) general economic and market developments and conditions; (ix) certain restrictions during the pendency of the Transaction that may impact Arcadium’s ability to pursue certain business opportunities or strategic transactions; (x) unpredictability and severity of catastrophic events, including but not limited to acts of terrorism, pandemics, outbreaks of war or hostilities, as well as Arcadium’s response to any of the aforementioned factors; (xi) significant transaction costs associated with the Transaction; (xii) the possibility that the Transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (xiii) the occurrence of any event, change or other circumstance that could give rise to the termination of the Transaction, including in circumstances requiring Arcadium to pay a termination fee or other expenses; (xiv) competitive responses to the Transaction; (xv) Arcadium’s management response to any of the aforementioned factors; (xvi) the risks and uncertainties pertaining to Arcadium’s business, including those set forth in Arcadium’s most recent Annual Report on Form 10-K and its subsequent Quarterly Reports on Form 10-Q, as such risk factors may be amended, supplemented or superseded from time to time by other reports filed or furnished by Arcadium with the SEC; and (xvii) the risks and uncertainties that will be described in the Proxy Statement available from the sources indicated above. These risks, as well as other risks associated with the Transaction, will be more fully discussed in the Proxy Statement. While the list of factors presented here is, and the list of factors to be presented in the Proxy Statement will be, considered representative, no such list should be considered a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of

which could have a material impact on Arcadium’s financial condition, results of operations, credit rating or liquidity. These forward-looking statements speak only as of the date they are made, and Arcadium does not undertake to and specifically disclaims any obligation to publicly release the results of any updates or revisions to these forward-looking statements that may be made to reflect future event or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

From: [Arcadium Lithium Communications](#)
To: [Arcadium Lithium Communications](#)
Bcc: [dl-AllArcadiumLithiumStaff](#)
Subject: Arcadium Lithium to be Acquired by Rio Tinto
Date: Wednesday, October 9, 2024 2:09:41 AM
Attachments: [Employee FAQ_9Oct2024.pdf](#)
[image001.png](#)



From: Paul Graves
To: All Arcadium Lithium Employees Worldwide



Arcadium Lithium to be Acquired by Rio Tinto

Dear Colleagues,

I have important news to share with you regarding our discussions with Rio Tinto.

Today, we announced that Arcadium Lithium has entered into a definitive agreement to be acquired by Rio Tinto. Rio Tinto has provided our shareholders with a compelling all-cash offer that reflects a full and fair long-term value for our business.

Our agreement with Rio Tinto demonstrates the value in what we have built over many years at Arcadium Lithium and its predecessor companies, and I am confident it is the best path forward for our company. It will give us the opportunity to accelerate and expand our growth strategy for the benefit of our customers, our communities, and for you, our employees.

By combining with Rio Tinto, we will be joining forces with one of the largest and most successful mining and metals companies in the world, with more than 150 years of mining and processing experience, a strong balance sheet, operations in 35 countries (including in locations near many of our operations and projects) and a shared commitment to supporting the clean energy transition.

This is an exciting time for all of us at Arcadium Lithium. Our hard work and commitment have positioned us for this incredible opportunity, and joining Rio Tinto opens new possibilities for growth and innovation. At the same time, as I wrote earlier this week, I recognize that developments like this are distracting and can create a range of emotions. Please remain focused on continuing to serve our customers and executing on our Q4 priorities. Most importantly, maintain our commitment to the highest ethical business practices and don't lose sight of safety. We must continue to perform at our best.

Timing and Next Steps

We have begun the process of notifying customers, suppliers and other external stakeholders. Please keep in mind that we are still in the early stages of the transaction process.

The transaction is expected to close in mid-2025, subject to shareholder and regulatory approvals, as well as customary closing conditions. Until then, we will continue to operate as separate, independent companies. No integration activities will commence until the deal closes.

Invitation to Global Town Hall Today

I invite you to join an all-employee global town hall today at 8:30 AM ET (New York City) / 9:30 AM ART (Buenos Aires) / 1:30 PM BST (London) / 8:30 PM AWST (Perth) so I can provide more details and answer your questions. A calendar invitation will follow with meeting details, and I will host additional town halls, as needed, to accommodate those in different time zones.

Please feel free to submit questions in advance to communications@arcadiumlithium.com.

More Information About the Transaction

For more information about the acquisition, please refer to [today's joint press](#) release, as well as the attached FAQ document. You can access additional resources and learn more at www.RioTintoAndArcadium.com.

While we may not have all the answers yet, we will keep you informed of upcoming milestones and key decisions.

If you receive any inquiries from the media or any outside party regarding the announcement, please direct them to Karen.Vizental@arcadiumlithium.com or George.Thomas@arcadiumlithium.com.

I want to thank each of you for your contributions to our success. Together, we will continue to lead the way in the lithium industry and support the global transition to a sustainable future.

For each other...for our stakeholders...for the future.

Sincerely,

Paul

Paul Graves
President and CEO

Additional Information and Where to Find It

In connection with the transaction, Arcadium Lithium plc (“**Arcadium**”) plans to file with the United States Securities and Exchange Commission (the “**SEC**”) a proxy statement on Schedule 14A (the “**Proxy Statement**”). This communication is not a substitute for the Proxy Statement or any other document that Arcadium may file with the SEC and send to its shareholders in connection with the transaction. Before making any voting decision, Arcadium’s shareholders are urged to read all relevant documents filed or to be filed with the SEC, including the Proxy Statement, as well as any amendments or supplements to those documents, when they become available, because they will contain important information about Arcadium and the transaction.

Arcadium’s shareholders will be able to obtain a free copy of the Proxy Statement, as well as other filings containing information about Arcadium, free of charge, at the SEC’s website (www.sec.gov). Copies of the Proxy Statement and other documents filed by Arcadium with the SEC may be obtained, without charge, by contacting Arcadium through its website at <https://ir.arcadiumlithium.com/>.

Participants in the Solicitation

Arcadium, Rio Tinto, their respective directors, executive officers and other persons related to Arcadium or Rio Tinto may be deemed to be participants in the solicitation of proxies from Arcadium’s shareholders in connection with the transaction. Information about the directors and executive officers of Arcadium and their ownership of ordinary shares of Arcadium is set forth in the sections entitled “*Directors, Executive Officers And Corporate Governance*” and “*Security Ownership Of Certain Beneficial Owners And Management And Related Stockholder Matters*” in Arcadium’s annual report on Form 10-K, as amended, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 29, 2024 and amended on April 1, 2024 and April 29, 2024, and is set forth in the sections entitled “*Board of Directors*” and “*Security Ownership of Arcadium Lithium plc*” in its proxy statement for its 2024 annual meeting of shareholders, which was filed with the SEC on June 7, 2024, and information about the directors and executive officers of Rio Tinto and their ownership of ordinary shares of Rio Tinto is set forth in the sections entitled “*Governance*” and “*Remuneration Report*” in Rio Tinto’s Annual Report on Form 20-F, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 23, 2024. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Proxy Statement and other relevant materials to be filed with the SEC in connection with the transaction when they become available. Free copies of these documents may be obtained as described in the preceding paragraph.

Forward-Looking Statements

This communication and any related oral statements, may include “forward-looking statements” within the meaning of, and subject to the safe harbor created by, the federal securities laws, including statements related to the proposed transaction, including financial estimates and statements as to the expected timing, completion and effects of the transaction. These forward-looking statements are based on Arcadium’s current expectations, estimates and projections regarding, among other things, the expected date of closing of the transaction and the potential benefits thereof, its business and industry, management’s beliefs and certain assumptions made by Arcadium, all of which are subject to change. Forward-looking statements often contain words such as “expect,” “anticipate,” “intend,” “aims,” “plan,” “believe,” “could,” “seek,” “see,” “will,” “may,” “would,” “might,” “considered,” “potential,” “estimate,” “continue,” “likely,” “expect,” “target,” “project,” or similar expressions or the negatives of these words or other comparable terminology that convey uncertainty of future events or outcomes. By their nature, forward-looking statements address matters that involve risks and uncertainties because they relate to events and depend upon future circumstances that may or may not occur, such as the consummation of the transaction and the anticipated benefits thereof. These and other forward-looking statements, as well as any related oral statements, are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to: (i) the completion of the transaction on anticipated terms and timing,

including obtaining required shareholder and regulatory approvals, and the satisfaction of other conditions to the completion of the transaction; (ii) potential litigation relating to the transaction that could be instituted by or against Arcadium, Rio Tinto, or their respective affiliates, directors or officers, including the effects of any outcomes related thereto; (iii) the risk that disruptions from the transaction will harm Arcadium's business, including current plans and operations; (iv) the ability of Arcadium to retain and hire key personnel; (v) potential adverse reactions or changes to business or governmental relationships resulting from the announcement or completion of the transaction; (vi) continued availability of capital and financing and rating agency actions; (vii) legislative, regulatory and economic developments affecting Arcadium's business; (viii) general economic and market developments and conditions; (ix) certain restrictions during the pendency of the transaction that may impact Arcadium's ability to pursue certain business opportunities or strategic transactions; (x) unpredictability and severity of catastrophic events, including but not limited to acts of terrorism, pandemics, outbreaks of war or hostilities, as well as Arcadium's response to any of the aforementioned factors; (xi) significant transaction costs associated with the transaction; (xii) the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (xiii) the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction, including in circumstances requiring Arcadium to pay a termination fee or other expenses; (xiv) competitive responses to the transaction; (xv) Arcadium's management response to any of the aforementioned factors; (xvi) the risks and uncertainties pertaining to Arcadium's business, including those set forth in Arcadium's most recent Annual Report on Form 10-K and its subsequent Quarterly Reports on Form 10-Q, as such risk factors may be amended, supplemented or superseded from time to time by other reports filed or furnished by Arcadium with the SEC; and (xvii) the risks and uncertainties that will be described in the Proxy Statement available from the sources indicated above. These risks, as well as other risks associated with the transaction, will be more fully discussed in the Proxy Statement. While the list of factors presented here is, and the list of factors to be presented in the Proxy Statement will be, considered representative, no such list should be considered a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material impact on Arcadium's financial condition, results of operations, credit rating or liquidity. These forward-looking statements speak only as of the date they are made, and Arcadium does not undertake to and specifically disclaims any obligation to publicly release the results of any updates or revisions to these forward-looking statements that may be made to reflect future event or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

Our Purpose

We safely and responsibly harness the power of lithium to improve people's lives and accelerate the transition to a clean energy future.

Arcadium Lithium Internal Use Only

AVISO DE CONFIDENCIALIDAD – Esta comunicación contiene información confidencial y de propiedad exclusiva de Arcadium Lithium plc. No puede ser copiado, publicado, distribuido, reenviado o transmitido, en su totalidad o en parte, por ningún medio o en cualquier otro trabajo sin el consentimiento previo por escrito de Arcadium Lithium plc.

AVIS DE CONFIDENTIALITÉ – Cette communication contient des informations exclusives et confidentielles d'Arcadium Lithium plc. Elle ne peut être copiée, publiée, distribuée ou transmise, en tout ou en partie, par quelque support que ce soit ou dans tout autre travail sans le consentement écrit préalable d'Arcadium Lithium plc.

保密声明 – 本通讯包含Arcadium Lithium plc的专有和机密信息。未经Arcadium Lithium plc事先书面同意，不得通过任何媒介或任何其他作品 全部或部分复制、出版、分发、转发或传输。



Employee FAQ – 9 October 2024

Arcadium Lithium to be Acquired by Rio Tinto

1. What was announced?

- Arcadium Lithium has agreed to be acquired by Rio Tinto, a global leader in the mining and minerals industry, to create a bigger, more stable company with the resources, scale and expertise to invest in lithium for the long-term.

2. Why Rio Tinto? Why now?

- Rio Tinto approached us about the potential to bring our two companies together and it was clear that our businesses were a great long-term fit and the cash offer was compelling.
- As part of a bigger, more diversified and financially stronger company, we will be in a better position to invest in new opportunities and navigate the market cycle.
- Rio Tinto's scale and complex project expertise will support the continued development of Arcadium Lithium projects globally and further guarantee the supply of lithium for our stakeholders.

3. How did you come to a purchase price of \$6.7 billion? What are the terms?

- Rio Tinto will acquire Arcadium Lithium in an all-cash transaction for US\$5.85 per share. The Transaction represents a premium of 90% to our company's closing price of \$3.08 per share on 4 October 2024, and values our outstanding share capital at approximately \$6.7 billion.
- The offer price provides our shareholders with certain cash value at a time when lithium market volatility is expected to continue for several years.
- The all-cash transaction has been unanimously approved by both the Rio Tinto and Arcadium Lithium boards of directors, with the expectation to close in mid-2025.
- We are confident this is a compelling cash offer that reflects a full and fair long-term value for our business and de-risks our shareholders' exposure to the execution of our development portfolio and market volatility.

4. Why is this offer better than Arcadium Lithium's standalone plans communicated at its recent Investor Day?

- We are confident this cash offer, which represents a premium of 90%, is compelling for our shareholders, and reflects a full and fair long-term value of our business and de-risks our shareholders' exposure to the execution of our development portfolio and market volatility.
- Rio Tinto and Arcadium Lithium have complementary footprints and deep experience in Argentina and Quebec.
- Rio Tinto expects to establish world-class lithium hubs in both geographies, with a clear opportunity for sharing skillsets and reducing costs.
- In addition, Rio Tinto's proven development capabilities and diversified portfolio de-risk delivery of the value of Arcadium Lithium's portfolio, and Rio Tinto's financial strength will help accelerate Arcadium Lithium's growth pipeline.
- Arcadium Lithium customers can be even more confident of a consistent, long-term supply of lithium to meet growing demand and support the transition to a greener economy.

PRIVATE & CONFIDENTIAL

© 2024 Arcadium Lithium. All rights reserved.

- We are excited that this transaction will provide us the opportunity to accelerate and expand our strategy, for the benefit of our customers, our employees and the communities in which we operate.

5. How does this change Arcadium Lithium's existing expansion plans and commercial strategy?

- We will continue to operate as independent companies until the deal closes, and do not expect any changes to our day-to-day operations.
- No integration activities will commence until the deal closes.
- This transaction positions Rio Tinto to become one of the market leaders in lithium mining and processing.

6. What does this mean for Arcadium Lithium employees?

- We will become part of one of the most stable and well-capitalized mining companies in the world, with access to their best-in-class knowledge, experience and resources.
- Employees will benefit from the enhanced stability and diversity offered by Rio Tinto.
- Employees will gain access to broader career opportunities within a larger, more diversified organization.

7. How will this announcement impact my day-to-day responsibilities? What will happen to Arcadium Lithium global corporate offices?

- Today is just the first step in the process. There are a number of approvals required and conditions that must be satisfied before the transaction is completed.
- Until then, your day-to-day roles and responsibilities are not expected to change.
- We will operate business as usual across the company through the completion of the transaction.
- Additional details around the planned integration will be provided in the months ahead.
- Rio Tinto is committed to being a lithium leader and together we will be one of the leading global suppliers of essential minerals, which will open up new opportunities for our employees.
- We encourage you to remain focused on our current objectives and executing against our strategy.

8. What will this mean for our compensation and benefits programs?

- Until the transaction is completed, our current compensation and benefits programs remain in effect, subject to our ability to make changes in accordance with their terms.
- As integration planning proceeds, we will aim to update you on any proposed changes or required actions needed after the closing of the transaction.

9. Will there be layoffs as a result of the transaction? Is [my job/my operation/other] going to continue?

- Rio Tinto is acquiring Arcadium Lithium because they are committed to lithium and recognize the expertise and resources that we offer.
- This transaction is about creating a bigger, more stable company that can drive long-term growth.
- They believe in our growth potential, and importantly, recognize the value of our talented team.

10. Will members of the management team at Arcadium Lithium have an ongoing role at Rio Tinto?

- Rio Tinto has shared their deep respect for our business and recognized the value of our talented team.
- Through the completion of the transaction, our leadership across the company will remain in their current roles. Today is just day one and there is still a lot of work to be done as we move to close the transaction.
- Additional details around the planned integration will be provided in the months ahead.

###

Additional Information and Where to Find It

In connection with the transaction, Arcadium Lithium plc (“**Arcadium**”) plans to file with the United States

Securities and Exchange Commission (the “**SEC**”) a proxy statement on Schedule 14A (the “**Proxy Statement**”). This communication is not a substitute for the Proxy Statement or any other document that Arcadium may file with the SEC and send to its shareholders in connection with the transaction. Before making any voting decision, Arcadium’s shareholders are urged to read all relevant documents filed or to be filed with the SEC, including the Proxy Statement, as well as any amendments or supplements to those documents, when they become available, because they will contain important information about Arcadium and the transaction.

Arcadium’s shareholders will be able to obtain a free copy of the Proxy Statement, as well as other filings containing information about Arcadium, free of charge, at the SEC’s website (www.sec.gov). Copies of the Proxy Statement and other documents filed by Arcadium with the SEC may be obtained, without charge, by contacting Arcadium through its website at <https://ir.arcadiumlithium.com/>.

Participants in the Solicitation

Arcadium, Rio Tinto, their respective directors, executive officers and other persons related to Arcadium or Rio Tinto may be deemed to be participants in the solicitation of proxies from Arcadium’s shareholders in connection with the transaction. Information about the directors and executive officers of Arcadium and their ownership of ordinary shares of Arcadium is set forth in the sections entitled “*Directors, Executive Officers And Corporate Governance*” and “*Security Ownership Of Certain Beneficial Owners And Management And Related Stockholder Matters*” in Arcadium’s annual report on Form 10-K, as amended, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 29, 2024 and amended on April 1, 2024 and April 29, 2024, and is set forth in the sections entitled “*Board of Directors*” and “*Security Ownership of Arcadium Lithium plc*” in its proxy statement for its 2024 annual meeting of shareholders, which was filed with the SEC on June 7, 2024, and information about the directors and executive officers of Rio Tinto and their ownership of ordinary shares of Rio Tinto is set forth in the sections entitled “*Governance*” and “*Remuneration Report*” in Rio Tinto’s Annual Report on Form 20-F, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 23, 2024. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Proxy Statement and other relevant materials to be filed with the SEC in connection with the transaction when they become available. Free copies of these documents may be obtained as described in the preceding paragraph.


Forward-Looking Statements

This communication and any related oral statements, may include “forward-looking statements” within the meaning of, and subject to the safe harbor created by, the federal securities laws, including statements

related to the proposed transaction, including financial estimates and statements as to the expected timing, completion and effects of the transaction. These forward-looking statements are based on


Arcadium's current expectations, estimates and projections regarding, among other things, the expected date of closing of the transaction and the potential benefits thereof, its business and industry, management's beliefs and certain assumptions made by Arcadium, all of which are subject to change. Forward-looking statements often contain words such as "expect," "anticipate," "intend," "aims," "plan," "believe," "could," "seek," "see," "will," "may," "would," "might," "considered," "potential," "estimate," "continue," "likely," "expect," "target," "project," or similar expressions or the negatives of these words or other comparable terminology that convey uncertainty of future events or outcomes. By their nature, forward-looking statements address matters that involve risks and uncertainties because they relate to events and depend upon future circumstances that may or may not occur, such as the consummation of the transaction and the anticipated benefits thereof. These and other forward-looking statements, as well as any related oral statements, are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to:

(i) the completion of the transaction on anticipated terms and timing, including obtaining required shareholder and regulatory approvals, and the satisfaction of other conditions to the completion of the transaction; (ii) potential litigation relating to the transaction that could be instituted by or against Arcadium, Rio Tinto, or their respective affiliates, directors or officers, including the effects of any outcomes related thereto; (iii) the risk that disruptions from the transaction will harm Arcadium's business, including current plans and operations; (iv) the ability of Arcadium to retain and hire key personnel; (v) potential adverse reactions or changes to business or governmental relationships resulting from the announcement or completion of the transaction; (vi) continued availability of capital and financing and rating agency actions; (vii) legislative, regulatory and economic developments affecting Arcadium's business; (viii) general economic and market developments and conditions; (ix) certain restrictions during the pendency of the transaction that may impact Arcadium's ability to pursue certain business opportunities or strategic transactions; (x) unpredictability and severity of catastrophic events, including but not limited to acts of terrorism, pandemics, outbreaks of war or hostilities, as well as Arcadium's response to any of the aforementioned factors; (xi) significant transaction costs associated with the transaction; (xii) the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (xiii) the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction, including in circumstances requiring Arcadium to pay a termination fee or other expenses; (xiv) competitive responses to the transaction; (xv) Arcadium's management response to any of the aforementioned factors; (xvi) the risks and uncertainties pertaining to Arcadium's business, including those set forth in Arcadium's most recent Annual Report on Form 10-K and its subsequent Quarterly Reports on Form 10-Q, as such risk factors may be amended, supplemented or superseded from time to time by other reports filed or furnished by Arcadium with the SEC; and (xvii) the risks and uncertainties that will be described in the Proxy Statement available from the sources indicated above. These risks, as well as other risks associated with the transaction, will be more fully discussed in the Proxy Statement. While the list of factors presented here is, and the list of factors to be presented in the Proxy Statement will be, considered representative, no such list should be considered a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material impact on Arcadium's financial condition, results of operations, credit rating or liquidity. These forward-looking statements speak only as of the date they are made, and Arcadium does not undertake to and specifically disclaims any obligation to publicly release the results of any updates or revisions to these forward-looking statements that may be made to reflect future event or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.



Arcadium Lithium

15,445 followers

9h • 

...

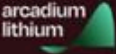
Today we announced a definitive agreement under which Arcadium Lithium will be acquired by [Rio Tinto](#), a global leader in the mining industry.


Our agreement with Rio Tinto demonstrates the value in what we have built over many years at Arcadium Lithium and its predecessor companies, and we are confident it is the best path forward for our company. It will give us the opportunity to accelerate and expand our growth strategy for the benefit of our customers, our communities, and our employees.

For more information about the acquisition, please refer to today's joint press release: <https://lnkd.in/eMqDWesf>

[#ArcadiumLithium](#) [#RioTinto](#) [#Lithium](#) [#EnergyTransition](#) [#Mining](#)

Arcadium Lithium
has entered into an
agreement to be
acquired by
Rio Tinto.





Letter to Local Communities
October 9, 2024

Subject: Arcadium Lithium to be Acquired by Rio Tinto

Dear [Local Community Leader/Representative],

As you may have seen, today we announced a definitive agreement under which Arcadium Lithium will be acquired by Rio Tinto, a global leader in the mining industry. You can read the press release here [Rio-Tinto-to-acquire-Arcadium-Lithium-October-9-2024.pdf](#).

This transaction will be a significant step forward for our company. With Rio Tinto's financial strength, development and technological capabilities, and existing operating footprint, we will be able to accelerate and expand our strategy for the benefit of our customers, our employees, and the communities in which we operate.

Once we join forces with Rio Tinto, we will be a global leader not just in lithium chemicals but more broadly across energy-transition minerals, including aluminium, copper, and high-grade iron ore. Importantly for you and your community, the financial strength of Rio Tinto will mean you gain an even stronger partner capable of investing through market cycles, providing added certainty and security. Furthermore, Rio Tinto has a long-standing track record of investing in the communities it operates in and shares our commitment to supporting the clean energy transition.

While we are excited about the opportunities ahead, it is important to note that nothing is changing today. The transaction is expected to close in mid-2025, subject to shareholder and regulatory approvals, as well as customary closing conditions. Until then, we will continue to operate as usual and are as committed as ever to our communities and other stakeholders.

We value the relationship we have with [INSERT LOCAL COMMUNITY NAME] and will keep you updated as we move forward. If you have further questions in the meantime, please feel free to reach out to [me / your normal contact at Arcadium Lithium].

Kind regards,

[xxxx]

Additional Information and Where to Find It

In connection with the transaction, Arcadium Lithium plc (“**Arcadium**”) plans to file with the United States Securities and Exchange Commission (the “**SEC**”) a proxy statement on Schedule 14A (the “**Proxy Statement**”). This communication is not a substitute for the Proxy Statement or any other document that Arcadium may file with the SEC and send to its shareholders in connection with the transaction. Before making any voting decision, Arcadium’s shareholders are urged to read all relevant documents filed or to be filed with the SEC, including the Proxy Statement, as well as any amendments or supplements to those documents, when they become available, because they will contain important information about Arcadium and the transaction.

Arcadium’s shareholders will be able to obtain a free copy of the Proxy Statement, as well as other filings containing information about Arcadium, free of charge, at the SEC’s website (www.sec.gov). Copies of the Proxy Statement and other documents filed by Arcadium with the SEC may be obtained, without charge, by contacting Arcadium through its website at <https://ir.arcadiumlithium.com/>.

Participants in the Solicitation

Arcadium, Rio Tinto, their respective directors, executive officers and other persons related to Arcadium or Rio Tinto may be deemed to be participants in the solicitation of proxies from Arcadium’s shareholders in connection with the transaction. Information about the directors and executive officers of Arcadium and their ownership of ordinary shares of Arcadium is set forth in the sections entitled “*Directors, Executive Officers And Corporate Governance*” and “*Security Ownership Of Certain Beneficial Owners And Management And Related Stockholder Matters*” in Arcadium’s annual report on Form 10-K, as amended, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 29, 2024 and amended on April 1, 2024 and April 29, 2024, and is set forth in the sections entitled “*Board of Directors*” and “*Security Ownership of Arcadium Lithium plc*” in its proxy statement for its 2024 annual meeting of shareholders, which was filed with the SEC on June 7, 2024, and information about the directors and executive officers of Rio Tinto and their ownership of ordinary shares of Rio Tinto is set forth in the sections entitled “*Governance*” and “*Remuneration Report*” in Rio Tinto’s Annual Report on Form 20-F, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 23, 2024. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Proxy Statement and other relevant materials to be filed with the SEC in connection with the transaction when they become available. Free copies of these documents may be obtained as described in the preceding paragraph.

Forward-Looking Statements

This communication and any related oral statements, may include “forward-looking statements” within the meaning of, and subject to the safe harbor created by, the federal securities laws, including statements related to the proposed transaction, including financial estimates and statements as to the expected timing, completion and effects of the transaction. These forward-looking statements are based on Arcadium’s current expectations, estimates and projections regarding, among other things, the expected date of closing of the transaction and the potential benefits thereof, its business and industry, management’s beliefs and certain assumptions made by Arcadium, all of which are subject to change. Forward-looking statements often contain words such as “expect,” “anticipate,” “intend,” “aims,” “plan,” “believe,” “could,” “seek,” “see,” “will,” “may,” “would,” “might,” “considered,” “potential,” “estimate,” “continue,” “likely,” “expect,” “target,” “project,” or similar expressions or the negatives of these words or other comparable terminology that convey uncertainty of future events or outcomes. By their nature, forward-looking statements address matters that involve risks and uncertainties because they relate to events and depend upon future circumstances that may or may not occur, such as the consummation of the transaction and the anticipated benefits thereof. These and other forward-looking statements, as well as any related oral statements, are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to: (i) the completion of the transaction on anticipated terms and timing, including obtaining required shareholder and regulatory approvals, and the satisfaction of other conditions to the completion of the transaction; (ii) potential litigation relating to the transaction that could be instituted by or against Arcadium, Rio Tinto, or their respective affiliates, directors or officers, including the effects of any outcomes related thereto; (iii) the risk that disruptions from the transaction will harm Arcadium’s business, including current plans and operations; (iv) the ability of Arcadium to retain and hire key personnel; (v) potential adverse reactions or changes to business or governmental relationships resulting from the announcement or completion of the transaction; (vi) continued availability of capital and financing and rating agency actions; (vii) legislative, regulatory and economic developments affecting Arcadium’s business; (viii) general economic and market developments and conditions; (ix) certain restrictions during the pendency of the transaction that may impact Arcadium’s ability to pursue certain business opportunities or strategic transactions; (x) unpredictability and severity of catastrophic events, including but not limited to acts of terrorism, pandemics, outbreaks of war or hostilities, as well as Arcadium’s response to any of the aforementioned factors; (xi) significant transaction costs associated with the transaction; (xii) the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (xiii) the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction, including in circumstances requiring Arcadium to pay a termination fee or other expenses; (xiv) competitive responses to the transaction; (xv) Arcadium’s management response to any of the aforementioned factors; (xvi) the risks and uncertainties pertaining to Arcadium’s business, including those set forth in Arcadium’s most recent Annual Report on Form 10-K and its subsequent Quarterly Reports on Form 10-Q, as such risk factors may be amended, supplemented or superseded from time to time by other reports filed or furnished by Arcadium with the SEC; and (xvii) the risks and uncertainties that will be described in the Proxy Statement available from the sources indicated above. These risks, as well as other risks associated with the transaction, will be more fully discussed in the Proxy Statement. While the list of factors presented here is, and the list of factors to be presented in the Proxy Statement will be, considered representative, no such list should be considered a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material impact on Arcadium’s financial condition, results of operations, credit rating or liquidity. These forward-looking statements speak only as of the date they are made, and Arcadium does not undertake to and specifically disclaims any obligation to publicly release the results of any updates or revisions to these forward-looking statements that may be made to reflect future event or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

Letter to Customer / Partner / Suppliers

October 9, 2024

Subject: Arcadium Lithium to be Acquired by Rio Tinto

Dear [Customer / Partner / Supplier],

As you may have seen, today we announced a definitive agreement under which Arcadium Lithium will be acquired by Rio Tinto, a global leader in the mining industry. You can read the press release here: [Rio-Tinto-to-acquire-Arcadium-Lithium-October-9-2024.pdf](#).

We look forward to joining Rio Tinto and believe the agreement demonstrates the value in what we have built over many years at Arcadium Lithium and its predecessor companies. With Rio Tinto's strong balance sheet, development and technological capabilities, and existing operating footprint, we will be able to further accelerate Arcadium Lithium's current strategy by unlocking the full potential of our operations and project pipeline. Together, we will be a leading supplier of the materials needed for the energy transition.

The acquisition also reflects Rio Tinto's commitment to lithium and their belief in the long-term growth of a market that is essential for electric vehicles, energy storage and other essential applications. By leveraging the combined expertise of both companies, we expect to drive resource efficiencies and further innovations for the benefit of our stakeholders.

While we are excited about the opportunities ahead, it is important to note that nothing is changing today. The transaction is expected to close in mid-2025, subject to shareholder and regulatory approvals, as well as customary closing conditions. Until then, we will continue to operate as usual and are as committed as ever to continuing our partnership with you.

We value the relationship we have with [INSERT NAME OF RECIPIENT/COMPANY] and will keep you updated as we move forward. If you have further questions in the meantime, please feel free to reach out to [me / your normal contact at Arcadium Lithium].

Kind regards,

[xxxx]

Additional Information and Where to Find It

In connection with the transaction, Arcadium Lithium plc (“**Arcadium**”) plans to file with the United States Securities and Exchange Commission (the “**SEC**”) a proxy statement on Schedule 14A (the “**Proxy Statement**”). This communication is not a substitute for the Proxy Statement or any other document that Arcadium may file with the SEC and send to its shareholders in connection with the transaction. Before making any voting decision, Arcadium’s shareholders are urged to read all relevant documents filed or to be filed with the SEC, including the Proxy Statement, as well as any amendments or supplements to those documents, when they become available, because they will contain important information about Arcadium and the transaction.

Arcadium’s shareholders will be able to obtain a free copy of the Proxy Statement, as well as other filings containing information about Arcadium, free of charge, at the SEC’s website (www.sec.gov). Copies of the Proxy Statement and other documents filed by Arcadium with the SEC may be obtained, without charge, by contacting Arcadium through its website at <https://ir.arcadiumlithium.com/>.

Participants in the Solicitation

Arcadium, Rio Tinto, their respective directors, executive officers and other persons related to Arcadium or Rio Tinto may be deemed to be participants in the solicitation of proxies from Arcadium’s shareholders in connection with the transaction. Information about the directors and executive officers of Arcadium and their ownership of ordinary shares of Arcadium is set forth in the sections entitled “*Directors, Executive Officers And Corporate Governance*” and “*Security Ownership Of Certain Beneficial Owners And Management And Related Stockholder Matters*” in Arcadium’s annual report on Form 10-K, as amended, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 29, 2024 and amended on April 1, 2024 and April 29, 2024, and is set forth in the sections entitled “*Board of Directors*” and “*Security Ownership of Arcadium Lithium plc*” in its proxy statement for its 2024 annual meeting of shareholders, which was filed with the SEC on June 7, 2024, and information about the directors and executive officers of Rio Tinto and their ownership of ordinary shares of Rio Tinto is set forth in the sections entitled “*Governance*” and “*Remuneration Report*” in Rio Tinto’s Annual Report on Form 20-F, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 23, 2024. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Proxy Statement and other relevant materials to be filed with the SEC in connection with the transaction when they become available. Free copies of these documents may be obtained as described in the preceding paragraph.

Forward-Looking Statements

This communication and any related oral statements, may include “forward-looking statements” within the meaning of, and subject to the safe harbor created by, the federal securities laws, including statements related to the proposed transaction, including financial estimates and statements as to the expected timing, completion and effects of the transaction. These forward-looking statements are based on Arcadium’s current expectations, estimates and projections regarding, among other things, the expected date of closing of the transaction and the potential benefits thereof, its business and industry, management’s beliefs and certain assumptions made by Arcadium, all of which are subject to change. Forward-looking statements often contain words such as “expect,” “anticipate,” “intend,” “aims,” “plan,” “believe,” “could,” “seek,” “see,” “will,” “may,” “would,” “might,” “considered,” “potential,” “estimate,” “continue,” “likely,” “expect,” “target,” “project,” or similar expressions or the negatives of these words or other comparable terminology that convey uncertainty of future events or outcomes. By their nature, forward-looking statements address matters that involve risks and uncertainties because they relate to events and depend upon future circumstances that may or may not occur, such as the consummation of the transaction and the anticipated benefits thereof. These and other forward-looking statements, as well as any related oral statements, are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to: (i) the completion of the transaction on anticipated terms and timing, including obtaining required shareholder and regulatory approvals, and the satisfaction of other conditions to the completion of the transaction; (ii) potential litigation relating to the transaction that could be instituted by or against Arcadium, Rio Tinto, or their respective affiliates, directors or officers, including the effects of any outcomes related thereto; (iii) the risk that disruptions from the transaction will harm Arcadium’s business, including current plans and operations; (iv) the ability of Arcadium to retain and hire key personnel; (v) potential adverse reactions or changes to business or governmental relationships resulting from the announcement or completion of the transaction; (vi) continued availability of capital and financing and rating agency actions; (vii) legislative, regulatory and economic developments affecting Arcadium’s business; (viii) general economic and market developments and conditions; (ix) certain restrictions during the pendency of the transaction that may impact Arcadium’s ability to pursue certain business opportunities or strategic transactions; (x) unpredictability and severity of catastrophic events, including but not limited to acts of terrorism, pandemics, outbreaks of war or hostilities, as well as Arcadium’s response to any of the aforementioned factors; (xi) significant transaction costs associated with the transaction; (xii) the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (xiii) the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction, including in circumstances requiring Arcadium to pay a termination fee or other expenses; (xiv) competitive responses to the transaction; (xv) Arcadium’s management response to any of the aforementioned factors; (xvi) the risks and uncertainties pertaining to Arcadium’s business, including those set forth in Arcadium’s most recent Annual Report on Form 10-K and its subsequent Quarterly Reports on Form 10-Q, as such risk factors may be amended, supplemented or superseded from time to time by other reports filed or furnished by Arcadium with the SEC; and (xvii) the risks and uncertainties that will be described in the Proxy Statement available from the sources indicated above. These risks, as well as other risks associated with the transaction, will be more fully discussed in the Proxy Statement. While the list of factors presented here is, and the list of factors to be presented in the Proxy Statement will be, considered representative, no such list should be considered a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material impact on Arcadium’s financial condition, results of operations, credit rating or liquidity. These forward-looking statements speak only as of the date they are made, and Arcadium does not undertake to and specifically disclaims any obligation to publicly release the results of any updates or revisions to these forward-looking statements that may be made to reflect future event or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.

Letter to Unions
October 9, 2024

Subject: Arcadium Lithium to be Acquired by Rio Tinto

Dear [Argentinian Union Representative / Leader],

As you may have seen, today we announced a definitive agreement under which Arcadium Lithium will be acquired by Rio Tinto, a global leader in the mining industry. You can read the press release here: [Rio-Tinto-to-acquire-Arcadium-Lithium-October-9-2024.pdf](#).

We look forward to joining Rio Tinto and believe the agreement demonstrates the value in what we have built over many years at Arcadium Lithium and its predecessor companies. With Rio Tinto's financial strength, development and technological capabilities, and existing operating footprint, we will be able to further accelerate and expand Arcadium Lithium's current strategy, for the benefit of our customers, our employees, and the communities in which we operate. Together, we will be a leading supplier of the materials needed for the energy transition.

It is important to note that Arcadium Lithium and Rio Tinto have complementary footprints and deep experience in Argentina, where Rio Tinto expects to establish a world-class lithium hub to support our continued growth in the country.

The acquisition also reflects Rio Tinto's commitment to lithium and their belief in the long-term growth of a market that is essential for electric vehicles, energy storage and other essential applications. By leveraging the combined expertise of both companies, we expect to drive further innovations for the benefit of our stakeholders. Importantly, the financial strength of Rio Tinto will mean you gain an even stronger partner capable of investing through market cycles, providing added certainty and security for our operations and for our employees.

While we are excited about the opportunities ahead, it is important to note that nothing is changing today. The transaction is expected to close in mid-2025, subject to receipt of customary regulatory approvals and closing conditions. We are operating as usual and we are as committed as ever to our employees and the communities in which we operate.

We value the relationship we have with [union's members] and will keep you updated as we move forward. If you have further questions in the meantime, please feel free to reach out to [me / your normal contact at Arcadium Lithium].

Kind regards,

[xxxx]

Additional Information and Where to Find It

In connection with the transaction, Arcadium Lithium plc (“**Arcadium**”) plans to file with the United States Securities and Exchange Commission (the “**SEC**”) a proxy statement on Schedule 14A (the “**Proxy Statement**”). This communication is not a substitute for the Proxy Statement or any other document that Arcadium may file with the SEC and send to its shareholders in connection with the transaction. Before making any voting decision, Arcadium’s shareholders are urged to read all relevant documents filed or to be filed with the SEC, including the Proxy Statement, as well as any amendments or supplements to those documents, when they become available, because they will contain important information about Arcadium and the transaction.

Arcadium’s shareholders will be able to obtain a free copy of the Proxy Statement, as well as other filings containing information about Arcadium, free of charge, at the SEC’s website (www.sec.gov). Copies of the Proxy Statement and other documents filed by Arcadium with the SEC may be obtained, without charge, by contacting Arcadium through its website at <https://ir.arcadiumlithium.com/>.

Participants in the Solicitation

Arcadium, Rio Tinto, their respective directors, executive officers and other persons related to Arcadium or Rio Tinto may be deemed to be participants in the solicitation of proxies from Arcadium’s shareholders in connection with the transaction. Information about the directors and executive officers of Arcadium and their ownership of ordinary shares of Arcadium is set forth in the sections entitled “*Directors, Executive Officers And Corporate Governance*” and “*Security Ownership Of Certain Beneficial Owners And Management And Related Stockholder Matters*” in Arcadium’s annual report on Form 10-K, as amended, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 29, 2024 and amended on April 1, 2024 and April 29, 2024, and is set forth in the sections entitled “*Board of Directors*” and “*Security Ownership of Arcadium Lithium plc*” in its proxy statement for its 2024 annual meeting of shareholders, which was filed with the SEC on June 7, 2024, and information about the directors and executive officers of Rio Tinto and their ownership of ordinary shares of Rio Tinto is set forth in the sections entitled “*Governance*” and “*Remuneration Report*” in Rio Tinto’s Annual Report on Form 20-F, for the fiscal year ended December 31, 2023, which was filed with the SEC on February 23, 2024. Additional information regarding the participants in the proxy solicitation and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Proxy Statement and other relevant materials to be filed with the SEC in connection with the transaction when they become available. Free copies of these documents may be obtained as described in the preceding paragraph.

Forward-Looking Statements

This communication and any related oral statements, may include “forward-looking statements” within the meaning of, and subject to the safe harbor created by, the federal securities laws, including statements related to the proposed transaction, including financial estimates and statements as to the expected timing, completion and effects of the transaction. These forward-looking statements are based on Arcadium’s current expectations, estimates and projections regarding, among other things, the expected date of closing of the transaction and the potential benefits thereof, its business and industry, management’s beliefs and certain assumptions made by Arcadium, all of which are subject to change. Forward-looking statements often contain words such as “expect,” “anticipate,” “intend,” “aims,” “plan,” “believe,” “could,” “seek,” “see,” “will,” “may,” “would,” “might,” “considered,” “potential,” “estimate,” “continue,” “likely,” “expect,” “target,” “project,” or similar expressions or the negatives of these words or other comparable terminology that convey uncertainty of future events or outcomes. By their nature, forward-looking statements address matters that involve risks and uncertainties because they relate to events and depend upon future circumstances that may or may not occur, such as the consummation of the transaction and the anticipated benefits thereof. These and other forward-looking statements, as well as any related oral statements, are not guarantees of future results and are subject to risks, uncertainties and assumptions that could cause actual results to differ materially from those expressed in any forward-looking statements. Important risk factors that may cause such a difference include, but are not limited to: (i) the completion of the transaction on anticipated terms and timing, including obtaining required shareholder and regulatory approvals, and the satisfaction of other conditions to the completion of the transaction; (ii) potential litigation relating to the transaction that could be instituted by or against Arcadium, Rio Tinto, or their respective affiliates, directors or officers, including the effects of any outcomes related thereto; (iii) the risk that disruptions from the transaction will harm Arcadium’s business, including current plans and operations; (iv) the ability of Arcadium to retain and hire key personnel; (v) potential adverse reactions or changes to business or governmental relationships resulting from the announcement or completion of the transaction; (vi) continued availability of capital and financing and rating agency actions; (vii) legislative, regulatory and economic developments affecting Arcadium’s business; (viii) general economic and market developments and conditions; (ix) certain restrictions during the pendency of the transaction that may impact Arcadium’s ability to pursue certain business opportunities or strategic transactions; (x) unpredictability and severity of catastrophic events, including but not limited to acts of terrorism, pandemics, outbreaks of war or hostilities, as well as Arcadium’s response to any of the aforementioned factors; (xi) significant transaction costs associated with the transaction; (xii) the possibility that the transaction may be more expensive to complete than anticipated, including as a result of unexpected factors or events; (xiii) the occurrence of any event, change or other circumstance that could give rise to the termination of the transaction, including in circumstances requiring Arcadium to pay a termination fee or other expenses; (xiv) competitive responses to the transaction; (xv) Arcadium’s management response to any of the aforementioned factors; (xvi) the risks and uncertainties pertaining to Arcadium’s business, including those set forth in Arcadium’s most recent Annual Report on Form 10-K and its subsequent Quarterly Reports on Form 10-Q, as such risk factors may be amended, supplemented or superseded from time to time by other reports filed or furnished by Arcadium with the SEC; and (xvii) the risks and uncertainties that will be described in the Proxy Statement available from the sources indicated above. These risks, as well as other risks associated with the transaction, will be more fully discussed in the Proxy Statement. While the list of factors presented here is, and the list of factors to be presented in the Proxy Statement will be, considered representative, no such list should be considered a complete statement of all potential risks and uncertainties. Unlisted factors may present significant additional obstacles to the realization of forward-looking statements. Consequences of material differences in results as compared with those anticipated in the forward-looking statements could include, among other things, business disruption, operational problems, financial loss, legal liability to third parties and similar risks, any of which could have a material impact on Arcadium’s financial condition, results of operations, credit rating or liquidity. These forward-looking statements speak only as of the date they are made, and Arcadium does not undertake to and specifically disclaims any obligation to publicly release the results of any updates or revisions to these forward-looking statements that may be made to reflect future event or circumstances after the date of such statements or to reflect the occurrence of anticipated or unanticipated events.
