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If you have sold or transferred all your shares in Johnson Matthey Public Limited Company, you should pass this document and the accompanying documents to the purchaser or transferee or to the person through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.



Johnson Matthey

40-42 Hatton Garden, London EC1N 8EE
Telephone 020 7269 8400 Fax 020 7269 8433

16 June 2009

Dear Shareholder

2009 Annual General Meeting

The 2009 annual general meeting ("AGM") of Johnson Matthey Public Limited Company (the "Company") is to be held at The Institution of Engineering and Technology (The Lecture Theatre), 2 Savoy Place, London WC2R 0BL on Tuesday 21 July 2009 at 11.00 am. The formal Notice convening the meeting is set out on pages 6 to 10 of this circular.

This circular provides you with an explanation of the resolutions to be proposed at the AGM and of the action you should take.

Resolution 1 – Report and accounts

Resolution 1 is an ordinary resolution under which the Company's annual accounts for the financial year ended 31 March 2009 together with the directors' report and the auditors' report are received. Shareholders will have either received a copy of the 2009 Annual Report with this circular or obtained a copy from the Company's website. Further copies will be available at the AGM. An electronic copy may be viewed on the Company's website at www.matthey.com.

Resolution 2 – Directors' remuneration report

Resolution 2 is an ordinary resolution to receive and approve the directors' remuneration report for the year ended 31 March 2009. Quoted companies are required to put their directors' remuneration report to a vote at their annual general meeting. The directors' remuneration report, which summarises the Company's policy on directors' remuneration, is shown on pages 47 to 53 of the 2009 Annual Report.

Resolution 3 – Dividend declaration

Resolution 3 is an ordinary resolution by which shareholders are asked to declare a dividend. The directors recommend a final dividend of 26.0 pence per ordinary share in respect of the year ended 31 March 2009, and if approved, this dividend will be payable to shareholders on the register at the close of business on 12 June 2009.

Resolutions 4 to 8 – Election and re-election of directors

Resolution 4 is an ordinary resolution which deals with the election of Sir Thomas Harris who was appointed to the board as a non-executive director with effect from 1 April 2009. Sir Thomas' appointment followed the retirement on 31 March 2009 of Mr IC Strachan who served as a non-executive director of the Company for just over seven years since his appointment in January 2002.

Resolution 5 is an ordinary resolution which deals with the election of Mr RJ MacLeod as an executive director who, as announced on 4 February 2009, will be appointed to the board on 22 June 2009 as Group Finance Director designate. It is intended that Mr MacLeod will take over the role of Group Finance Director from Mr JN Sheldrick when he retires at age 60 on 7 September 2009.

Resolutions 6 to 8 are ordinary resolutions which deal with the re-election of Sir John Banham, Mr NAP Carson and Mr LC Pentz who, retiring by rotation, offer themselves for re-election.

As announced on 26 February 2009 and 1 April 2009 respectively, Mr DW Morgan (Executive Director, Group Corporate Development) and Dr PN Hawker (Executive Director, Process Technologies and Fine Chemicals & Catalysts) will each step down from the board at the conclusion of the AGM. Also as announced on 1 April 2009, Mr LC Pentz, previously Executive Director, Emission Control Technologies, was appointed Executive Director, Environmental Technologies with effect from 1 April 2009, with responsibility for the Company's global Emission Control Technologies, Process Technologies and Fuel Cells businesses.

Biographical details of all the directors are set out on pages 38 and 39 of the 2009 Annual Report. Biographical details of the directors standing for election and re-election are as follows:

Sir Thomas Harris (Age 64) Non-executive Director

Sir Thomas Harris was appointed a non-executive director on 1 April 2009. He is currently a Vice Chairman of Standard Chartered Capital Markets Ltd, a non-executive director of Biocompatibles International plc and of SC First Bank (Korea), a director of IFSL and a Trustee of Asia House. Until 2004, he was Director General of Trade & Investment USA responsible for British business and technology promotion throughout the United States. He served previously as British Ambassador to the Republic of Korea in Seoul, Deputy High Commissioner in Lagos, Nigeria and Commercial Counsellor in the British Embassy in Washington DC. He is a member of the Management Development and Remuneration, Audit and Nomination Committees.

Sir Thomas Harris brings significant knowledge of and top-level experience in Asia, particularly Japan and Korea, through his former posts at the Foreign & Commonwealth Office and his current positions at Standard Chartered Capital Markets Ltd and SC First Bank (Korea), which involve extensive business contacts in Asia and the Middle East. The board recommends his election as a non-executive director of the Company.

RJ MacLeod (Age 45) Executive Director

Mr RJ MacLeod will be appointed to the board on 22 June 2009 as Group Finance Director designate. It is intended that he will take over the role as Group Finance Director on 7 September 2009. He has been Group Finance Director of WS Atkins plc since June 2004, having joined as Group Financial Controller in March 2003. He previously worked in a variety of senior financial roles at Enterprise Oil plc. He is currently a non-executive director of Aggreko plc.

Sir John Banham (Age 68) Chairman

Sir John Banham joined the board as Chairman designate with effect from 1 January 2006 and was appointed as Chairman of the board with effect from 1 April 2006. Sir John is currently Senior Independent Director of Invesco Inc. and Cyclacel Pharmaceuticals Inc. He was previously a director at McKinsey & Company and the first Controller of the Audit Commission and is a former Director General of the Confederation of British Industry. He was previously a director of National Power and National Westminster Bank, and Chairman of Spacelabs Healthcare Inc., Tarmac plc, Kingfisher plc, Geest plc, Whitbread PLC and Cyclacel Plc. He is Chairman of the Nomination Committee and a member of the Management Development and Remuneration Committee.

NAP Carson (Age 52) Chief Executive

Mr NAP Carson is Chief Executive. He joined Johnson Matthey in 1980 and was appointed Division Director, Catalytic Systems in 1997 after having held senior management positions in the Precious Metals Division as well as Catalytic Systems in both the UK and the US. He was appointed to the board as Managing Director, Catalysts & Chemicals in August 1999 and additionally assumed board level responsibility for Precious Metals Division in August 2002. He was appointed Chief Executive in July 2004. He is currently a member of the Advisory Board for the Cambridge Programme for Sustainability Leadership.

Mr LC Pentz (Age 54) Executive Director

Mr LC Pentz is Executive Director, Environmental Technologies. He joined Johnson Matthey in 1984 and was appointed Division Director, Process Catalysts and Technologies in 2001 after having held a series of senior management positions within Catalysts Division in the US. He was appointed Executive Director, Process Catalysts and Technologies in August 2003, Executive Director, Emission Control Technologies in July 2004 and to his current position in April 2009. He is currently a non-executive director of Victrex plc.

Formal performance evaluation of the Chairman, Sir John Banham, was undertaken in June and July 2008 by the non-executive directors led by the Senior Independent Director, Mr AM Thomson. The process included the Senior Independent Director meeting the non-executive directors without the Chairman present to appraise the Chairman's performance and took into account the views of the executive directors. Mr Thomson, as Senior Independent Director, confirms that, following formal performance evaluation, the performance of the Chairman continues to be effective and that the Chairman continues to demonstrate his commitment to his role, including commitment of time for board and committee meetings and for any other duties.

Resolutions 9 and 10 – Auditors

Resolutions 9 and 10 are ordinary resolutions to reappoint KPMG Audit Plc as auditors of the Company until the conclusion of the next general meeting at which accounts are laid before the Company and to provide that their remuneration be determined by the directors.

Resolution 11 – Political donations

Resolution 11 is an ordinary resolution relating to the rules on political donations contained in the Companies Act 2006 (the "2006 Act"). Political donations by the Company to any political parties, other political organisations or independent election candidates or the incurring by the Company of political expenditure are prohibited unless authorised by shareholders in advance. Under the legislation, the terms political donation, political party and political organisation are capable of wide interpretation. Sponsorship, subscriptions, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review or reform may fall within these definitions.

During the year the Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of making any political donation or incurring any political expenditure in respect of any political party, political organisation or independent election candidate. However, to avoid inadvertently contravening the 2006 Act, the board is putting forward resolution 11 to renew the authority granted by shareholders at the last annual general meeting of the Company. As permitted under the 2006 Act, resolution 11 extends to political donations made, or political expenditure incurred, by any subsidiaries of the Company.

Resolution 12 – Authority to increase authorised share capital

Resolution 12 is an ordinary resolution which proposes that the authorised share capital of the Company be increased from £291,550,000 to £365,000,000, representing an increase of 25.19%. As discussed in connection with resolution 13 below, it is proposed that the directors be given authority to allot shares up to a nominal amount of £143,117,157, in line with the Association of British Insurers' ("ABI") revised guidance published in December 2008 on directors' powers to allot share capital and disapply shareholders' pre-emption rights, including on the number of shares directors can be given the authority to allot. It is therefore proposed that the Company's authorised share capital be increased so that the Company's unissued share capital is then in line with the new authority to allot.

Resolution 13 – Authority to allot relevant securities

Resolution 13 is an ordinary resolution to renew the authority of the directors to allot securities under section 80 of the Companies Act 1985 (the "1985 Act").

Under the 1985 Act companies are required to obtain shareholder authorisation of powers both for the general allotment of new shares and any disapplication of pre-emption rights. As referred to in connection with resolution 12 above, in December 2008 the ABI revised its guidance on directors' powers to allot share capital and disapply shareholders' pre-emption rights. The guidance addressed a recommendation of The Rights Issue Review Group in its Report to the Chancellor of the Exchequer dated November 2008 that the overall allotment headroom that shareholders should normally be invited to approve be increased from one-third to two-thirds of a company's issued share capital. The new guidance provides that ABI members will regard as routine resolutions seeking authority to allot new shares representing up to two-thirds of a company's issued share capital. The guidance provides that the extra routine authority (that is the authority to allot shares representing the additional one-third of a company's issued share capital) can only be used to allot shares pursuant to a fully pre-emptive rights issue.

In the light of the revised ABI guidance, the board considers it appropriate that directors be granted authority to allot shares in the capital of the Company up to a maximum nominal amount of £143,117,157, representing the guideline limit of two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 31 May 2009 (the latest practicable date prior to publication of this circular). Of this amount, £71,558,579 shares (representing one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 31 May 2009) can only be allotted pursuant to a fully pre-emptive rights issue. This authority will last until the conclusion of the next annual general meeting of the Company in 2010.

The directors have no present intention of exercising this authority.

As at 31 May 2009, the latest practicable disclosure date prior to publication of this circular, the Company held 5,997,877 treasury shares, which represented 2.79% of the Company's issued ordinary share capital (excluding treasury shares) as at that date.

Resolution 14 – Dis-application of pre-emption rights

Resolution 14 is a special resolution to renew the authority of the directors under section 95 of the 1985 Act (and in accordance with the new ABI guidance described in relation to resolution 13 above), to allot equity securities for cash (either pursuant to the authority granted under resolution 13 or by way of a sale of treasury shares) without first offering them pro-rata to existing shareholders as otherwise required by section 89 of the 1985 Act. The authority sought is limited to:

- (a) equity securities up to a maximum nominal value of one-third of the Company's issued share capital (calculated excluding treasury shares), and in addition any treasury shares, pursuant to an offer to existing shareholders on a pre-emptive basis such as a rights issue or open offer, and subject to the rights of the directors to provide as they see fit for fractional entitlements, overseas shareholders and similar technical matters; and
- (b) equity securities up to a maximum nominal value of a further one-third of the Company's issued share capital (calculated excluding treasury shares), and in addition any treasury shares, pursuant to a rights issue to existing shareholders on a fully pre-emptive basis only (but not open offers or other pre-emptive offerings), and subject to the rights of the directors to provide as they see fit for fractional entitlements, overseas shareholders and similar technical matters; and
- (c) equity securities up to an aggregate nominal value of £11,033,680 (being equivalent to 5% of the Company's issued ordinary share capital including treasury shares as at 31 May 2009 (the latest practicable date prior to publication of this circular)).

The directors have no present intention of exercising this authority.

The directors confirm their intention not to issue more than 7.5% of the Company's issued ordinary share capital for cash other than to existing shareholders in any rolling three-year period.

The renewed authority would expire at the conclusion of the next annual general meeting of the Company in 2010.

Resolution 15 – Purchase of own shares

Resolution 15 is a special resolution to renew the authority granted to the directors at the annual general meeting in July 2008 for the Company to make purchases of its own ordinary shares through the market. The renewed authority would expire at the conclusion of the next annual general meeting of the Company in 2010. The maximum aggregate number of ordinary shares which may be purchased would be 21,467,573, which represents 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 31 May 2009 (the latest practicable date prior to publication of this circular).

The minimum price that could be paid for an ordinary share would be 100p and the maximum price would be an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share was contracted to be purchased, in each case excluding expenses.

The total number of options held over ordinary shares under the Company's executive share option schemes was 4,470,202 as at 31 May 2009 (the latest practicable date prior to publication of this circular), representing 2.08% of the Company's issued ordinary share capital (excluding treasury shares) as at 31 May 2009. This would increase to 2.31% if the authority to buy back shares under this resolution were to be used in full.

It is the Company's present intention that any shares purchased under the authority sought by resolution 15 would be held by the Company as treasury shares. Any such shares held in treasury for the purpose of the Company's employee share schemes would count towards the limits in such schemes.

The directors would only exercise the authority sought by resolution 15 after taking account of the overall financial position of the Company and in circumstances where they believed that to do so would result in an increase in earnings per share and be in the best interests of shareholders generally.

Resolution 16 – Notice period for general meetings

Resolution 16 is a special resolution to allow the Company to hold general meetings (other than annual general meetings) on not less than 14 clear days' notice. For such meetings, the minimum notice period permitted by the 2006 Act is currently 14 clear days. However, one of the requirements of the EU Shareholder Rights Directive (which is intended to be implemented in the UK in August 2009) is that all general meetings of listed companies must be held on not less than 21 clear days' notice unless shareholders agree to a shorter notice period.

The board is proposing resolution 16 to approve not less than 14 clear days as the minimum notice period for all general meetings of the Company other than annual general meetings. The approval will be effective until the Company's next annual general meeting in 2010, when it is intended that the approval be renewed.

Action to be taken

Whether or not you are able to attend the AGM, you are requested either to complete a form of proxy and return it in accordance with the instructions set out on the form to the Company's registrars, Equiniti, as soon as possible and, in any event, so as to arrive by no later than 11.00 am on Sunday 19 July 2009, or to register the appointment of a proxy electronically by logging onto Equiniti's website at www.sharevote.co.uk. Electronic proxy appointments must also be received by Equiniti by no later than 11.00 am on Sunday 19 July 2009. Proxy voting in respect of uncertificated shares may also be registered through CREST – see note 4 on page 9 of this circular. The completion and return of a form of proxy or the giving of an electronic proxy instruction will not preclude you from attending and voting in person at the AGM if you so wish.

Please note that in order to better facilitate effective and representative voting by the Company's members at the AGM (including by way of proxy), voting on all resolutions at the AGM will be conducted on a poll, rather than on a show of hands. This approach has been adopted by many other FTSE 100 companies to better reflect the voting rights of members and their appointed proxies and was adopted by the Company at the annual general meeting in 2008. Poll voting will be carried out by electronic means and the voting procedure will be explained at the meeting.

Recommendation

The board of directors considers that all of the proposed resolutions set out in the Notice of Annual General Meeting following this letter are likely to promote the success of the Company and are in the best interests of the Company and of its shareholders as a whole and it unanimously recommends that you vote in favour of them, as the directors intend to do in respect of their own beneficial holdings of shares in the Company.

Yours faithfully



Sir John Banham
Chairman



Johnson Matthey

Notice of Annual General Meeting

Notice is hereby given that the one hundred and eighteenth Annual General Meeting of Johnson Matthey Public Limited Company will be held at The Institution of Engineering and Technology (The Lecture Theatre), 2 Savoy Place, London WC2R 0BL on Tuesday 21 July 2009 at 11.00 am to consider and, if thought fit, to pass the following resolutions:

Ordinary Resolutions:

1. That the Company's annual accounts for the financial year ended 31 March 2009 together with the directors' report and the auditors' report on those accounts be received.
2. That the directors' remuneration report for the year ended 31 March 2009 and the auditors' report on the auditable part of the directors' remuneration report be received and approved.
3. That a final dividend of 26.0 pence per ordinary share in respect of the year ended 31 March 2009 be declared and payable to members on the register at the close of business on 12 June 2009.
4. That Sir Thomas Harris, who was appointed to the board since the last annual general meeting and who retires in accordance with the Company's Articles of Association, be elected a director of the Company.
5. That Mr RJ MacLeod, who will be appointed to the board on 22 June 2009 and who, having been appointed to the board since the last annual general meeting and who retires in accordance with the Company's Articles of Association, be elected a director of the Company.
6. That Sir John Banham, who retires by rotation, be re-elected a director of the Company.
7. That Mr NAP Carson, who retires by rotation, be re-elected a director of the Company.
8. That Mr LC Pentz, who retires by rotation, be re-elected a director of the Company.
9. That KPMG Audit Plc be re-appointed as auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the Company.
10. That the remuneration of the auditors be determined by the directors.
11. That in accordance with sections 366 and 367 of the Companies Act 2006 (the "2006 Act"), the Company and all companies which are subsidiaries of the Company during the period when this resolution 11 has effect be authorised in aggregate to:
 - (a) make political donations to political parties or independent election candidates, as defined in the 2006 Act, not exceeding £50,000 in total;
 - (b) make political donations to political organisations other than political parties, as defined in the 2006 Act, not exceeding £50,000 in total; and
 - (c) incur political expenditure, as defined in 2006 Act, not exceeding £50,000 in totalduring the period beginning with the date of the passing of this resolution and ending on 31 July 2010 or, if sooner, the conclusion of the annual general meeting of the Company to be held in 2010 provided that the authorised sums referred to in paragraphs (a), (b) and (c) above, may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day in which the Company enters into any contract or undertaking in relation to the same.
12. That the authorised share capital of the Company be increased from £291,550,000 to £365,000,000 by the creation of 73,450,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.

13. That the directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 (the "1985 Act") to exercise all the powers of the Company to allot:
- (a) relevant securities (within the meaning of section 80(2) of the 1985 Act) up to an aggregate nominal amount of £71,558,579; and
 - (b) relevant securities comprising equity securities (within the meaning of section 94 of the 1985 Act) up to a further aggregate nominal amount of £71,558,579 provided that they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interest of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective number of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot relevant securities be and are hereby revoked.

Special Resolutions:

14. That, subject to the passing of resolution 13 above, the directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 (the "1985 Act") to allot equity securities (within the meaning of sections 94(2) to 94(3A) of the 1985 Act) wholly for cash either pursuant to the authority conferred by resolution 13 above or by way of a sale of treasury shares as if section 89(1) of the 1985 Act did not apply to any such allotment or sale, provided that this power shall be limited to:
- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of resolution 13 by way of a rights issue only) in favour of the holders of ordinary shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
 - (b) the allotment of equity securities, otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal value of £11,033,680

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company shall be entitled to make offers or agreements, before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreements as if this authority had not expired.

15. That, in accordance with Chapter VII of Part V of the Companies Act 1985 (the "1985 Act"), the Company be generally and unconditionally authorised to make market purchases (as defined in section 163(3) of the 1985 Act) of its own ordinary shares on such terms and in such manner as the directors may from time to time determine, provided that:
- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 21,467,573 (representing 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 31 May 2009 (the latest practicable date prior to publication of this circular));
 - (b) the minimum price which may be paid for an ordinary share is 100p (excluding expenses);
 - (c) the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased (excluding expenses); and
 - (d) unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, but a contract or contracts of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.
16. That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.

By order of the Board:

Johnson Matthey Public Limited Company
Registered Number: 33774

Simon Farrant
Company Secretary
16 June 2009

Registered Office:
40-42 Hatton Garden
London EC1N 8EE

NOTES

1. Voting at the meeting

Voting on all resolutions set out in the Notice of Annual General Meeting will be conducted on a poll rather than on a show of hands. Poll voting will be carried out by electronic means and the voting procedure will be explained at the meeting.

2. Appointment of proxies

A member entitled to attend and vote at the meeting convened by the Notice of Annual General Meeting is entitled to appoint a proxy to exercise all or any of his or her rights to attend and to speak and vote on his or her behalf at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member. A proxy need not be a member of the Company. To be effective, a form of proxy must be lodged at the offices of the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6LS so as to be received no later than 11.00 am on Sunday 19 July 2009. Completion of a form of proxy does not preclude a member from subsequently attending and voting at the meeting in person if he or she so wishes.

3. Electronic proxy appointment via Equiniti's website

Members who prefer to register the appointment of their proxy electronically via the internet can do so through Equiniti's website at www.sharevote.co.uk. Full details of the procedure are given on the website. The Voting ID, Task ID and Shareholder Reference Number printed on the form of proxy will be required in order to use this electronic proxy appointment system. Alternatively, members who have already registered with Equiniti's on-line portfolio service, Shareview, can appoint their proxy electronically by logging onto their portfolio at www.shareview.co.uk and clicking on 'Company Meetings'. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11.00 am on Sunday 19 July 2009.

Members who return a form of proxy or register the appointment of a proxy electronically will still be able to attend the meeting and vote in person if they so wish.

4. Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual. CREST Personal Members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a "CREST Proxy Instruction") must be properly authenticated in accordance with Euroclear UK & Ireland Limited's ("EUI") specifications and must contain the information required for such appointment or instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by the issuer's agent (ID RA19) by the latest time(s) for receipt of proxy appointments specified in the Notice of meeting. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means.

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST Personal Member or sponsored member or has appointed a voting service provider(s), to procure that his CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers, are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

5. Nominated persons

A copy of this Notice has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 ("Nominated Persons"). The statement of rights of members in relation to the appointment of proxies in Note 2 above does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the Company. Nominated Persons may have a right under an agreement with the registered member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

6. Entitlement to attend and vote

In accordance with Regulation 41 of the Uncertificated Securities Regulations 2001, only those shareholders entered on the Company's register of members at 6.00 pm on Sunday 19 July 2009 or, if the meeting is adjourned, shareholders entered on the Company's register of members at 6.00 pm on the date two days prior to the adjourned meeting, shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.00 pm on Sunday 19 July 2009 (or after 6.00 pm on the date two days prior to any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

7. Total voting rights

As at 31 May 2009, the latest practicable date prior to the publication of this Notice, the Company's issued share capital (excluding treasury shares) consisted of 214,675,736 ordinary shares, carrying one vote each. Therefore, the total number of voting rights of the Company as at 31 May 2009 was 214,675,736.

8. Corporate representatives

In order to facilitate voting by corporate representatives at the meeting, arrangements will be put in place at the meeting so that (i) if a corporate shareholder has appointed the chairman of the meeting as its corporate representative to vote on a poll in accordance with the directions of all of the other corporate representatives for that shareholder at the meeting, then on a poll those corporate representatives will give voting directions to the chairman and the chairman will vote (or withhold a vote) as corporate representative in accordance with those directions; and (ii) if more than one corporate representative for the same corporate shareholder attends the meeting but the corporate shareholder has not appointed the chairman of the meeting as its corporate representative, a designated corporate representative will be nominated, from those corporate representatives who attend, who will vote on a poll and the other corporate representatives will give voting directions to that designated corporate representative. Corporate shareholders are referred to the guidance issued by the Institute of Chartered Secretaries and Administrators on proxies and corporate representatives (www.icsa.org.uk) for further details of this procedure.

9. Documents available for inspection

The following documents are available for inspection at the registered office of the Company during normal business hours. They will also be available at The Institution of Engineering and Technology (The Lecture Theatre), 2 Savoy Place, London WC2R 0BL from 10.00 am on Tuesday 21 July 2009 until the conclusion of the meeting.

- The register of interests of the directors in the share capital of the Company.
- The contracts of service of the executive directors with the Company and any subsidiary undertakings.
- The non-executive directors' letters of appointment.
- The deeds of indemnity in favour of the directors.
- The Articles of Association of the Company.

