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If you have sold or otherwise 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

5th Floor, 25 Farringdon Street, London EC4A 4AB  
Telephone 020 7269 8400 Fax 020 7269 8433

15th June 2011

Dear Shareholder

## **2011 Annual General Meeting**

I have pleasure in inviting you to the 2011 Annual General Meeting of Johnson Matthey Public Limited Company (the "Company") which will be held at The Institution of Engineering and Technology (The Lecture Theatre), 2 Savoy Place, London WC2R 0BL on Tuesday 19th July 2011 at 11.00 am. The formal notice convening the meeting is set out on pages 7 to 12 of this circular.

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

If you would like to vote on the resolutions but cannot attend the Annual General Meeting, please return a Form of Proxy or register the appointment of a proxy electronically as soon as possible. Completed proxy instructions must be received by our registrars, Equiniti, by 11.00 am on Sunday 17th July 2011. Further details regarding the appointment of proxies are set out in notes 2 to 5 on pages 10 and 11 of this circular.

### **Resolution 1 – Report and accounts**

Resolution 1 is an ordinary resolution under which the Company's annual accounts for the year ended 31st March 2011 together with the directors' report and the auditor's report are received. Shareholders will have received a copy of the 2011 Annual Report and Accounts with this circular or may obtain an electronic copy from the Company's website at [www.matthey.com](http://www.matthey.com). Further copies will be available at the Annual General Meeting.

### **Resolution 2 – Directors' remuneration report**

Resolution 2 is an ordinary resolution to receive and approve the directors' remuneration report for the year ended 31st March 2011. Quoted companies are required to put their directors' remuneration report to a shareholder vote at their annual general meeting. The directors' remuneration report, which summarises the Company's policy on directors' remuneration, is shown on pages 68 to 74 of the 2011 Annual Report and Accounts.

### **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 33.5 pence per ordinary share in respect of the year ended 31st March 2011, and if approved, this dividend will be payable to shareholders on the register at the close of business on 10th June 2011.

## **Resolutions 4 to 12 – Election and re-election of directors**

Resolutions 4 to 12 are ordinary resolutions which deal with the election and re-election of the directors in accordance with the Company's Articles of Association and the UK Corporate Governance Code.

The Company's Articles of Association require any director newly appointed by the board to retire at the next Annual General Meeting after appointment. Resolutions 4 and 5 are ordinary resolutions which deal with the election of Mr AM Ferguson and Mr TEP Stevenson who were appointed to the board during the year ended 31st March 2011.

Mr Ferguson was appointed to the board as a non-executive director on 13th January 2011. He will take over as Chairman of the Audit Committee with effect from the close of the 2011 Annual General Meeting when Mr AM Thomson, current Chairman of the Audit Committee, retires. Resolution 4 is an ordinary resolution which deals with the election of Mr Ferguson who, in accordance with the Company's Articles of Association, is retiring and offering himself for election. Biographical information relating to Mr Ferguson appears below. Mr Ferguson brings significant international financial experience including in the precious metals and automotive sectors and the board recommends his election.

Mr Stevenson was appointed to the board as a non-executive director and Chairman Designate on 29th March 2011. He will be appointed as Chairman of the board with effect from the close of the 2011 Annual General Meeting upon the retirement of Sir John Banham. Resolution 5 is an ordinary resolution which deals with the election of Mr Stevenson who, in accordance with the Company's Articles of Association, is retiring and offering himself for election. Biographical information relating to Mr Stevenson appears below. Mr Stevenson has had a distinguished career at Burmah Castrol plc and significant experience as chairman, currently of The Morgan Crucible Company plc and previously of Travis Perkins plc, and the board recommends his election.

The Company's Articles of Association require a regular number of directors to retire by rotation each year with the number to retire by rotation being the number nearest to one-third of the board excluding those directors who are retiring and seeking election for reasons other than rotation. However, in accordance with the provisions of the UK Corporate Governance Code, which provides for all directors of FTSE 350 companies to be subject to election/re-election by their shareholders every year, the board has decided, in keeping with its aim of following best corporate governance practice, that all directors should retire at each Annual General Meeting and offer themselves for re-election. Biographical information relating to each director seeking re-election appears below.

As referred to above, Sir John Banham, the Chairman, will be retiring from the board with effect from the close of the 2011 Annual General Meeting having served as a non-executive director since January 2006 and as Chairman since April 2006. Mr Thomson and Mr RJW Walvis will also be retiring from the board with effect from the close of the 2011 Annual General Meeting having served as non-executive directors for nine years. Accordingly, Sir John Banham, Mr Thomson and Mr Walvis will not be offering themselves for re-election at the forthcoming Annual General Meeting. Mr MJ Roney will take over as Chairman of the Management Development and Remuneration Committee and as Senior Independent Director in July 2011 upon the retirement of Mr Walvis and Mr Thomson respectively.

Resolutions 6 to 12 are ordinary resolutions which deal with the re-election of Mr NAP Carson, Sir Thomas Harris, Mr RJ MacLeod, Mr LC Pentz, Mr MJ Roney, Mr WF Sandford and Mrs DC Thompson.

The board considers Mr Ferguson, Sir Thomas Harris, Mr Roney, Mrs Thompson and, until his appointment as Chairman, Mr Stevenson, to be independent directors and confirms that following formal evaluation (as referred to on page 59 of the 2011 Annual Report), they continue to contribute effectively and to demonstrate commitment to their roles (including commitment of time for board and committee meetings).

Biographical details of each of the directors standing for election or re-election are as follows:

### **Mr NAP Carson (Age 54) Executive Director**

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 non-executive director of AMEC plc and a member of the Advisory Board for the Cambridge Programme for Sustainability Leadership.

### **Mr AM Ferguson (Age 53) Non-executive Director**

Mr AM Ferguson was appointed a non-executive director on 13th January 2011. He was previously Chief Financial Officer and a director of Lonmin Plc. He left Lonmin on 31st December 2010. Prior to joining Lonmin, he was Group Finance Director of The BOC Group until late 2006 when the Linde Group acquired BOC. Before joining BOC in 2005, he worked for Inchcape plc for 22 years in a variety of roles including Group Finance Director from 1999 until his departure. He is a Chartered Accountant. He is a member of the Management Development and Remuneration, Audit and Nomination Committees and will take over as Chairman of the Audit Committee in July 2011 when Mr Thomson, current Chairman of the Audit Committee, retires.

**Sir Thomas Harris (Age 66) Non-executive Director**

Sir Thomas Harris was appointed a non-executive director in April 2009. He is currently Vice Chairman of Standard Chartered Capital Markets Ltd, a non-executive director of SC First Bank (Korea), City UK and the UK India Business Council. 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.

**Mr RJ MacLeod (Age 47) Executive Director**

Mr RJ MacLeod is Group Finance Director. He joined Johnson Matthey as Group Finance Director Designate in June 2009 and assumed his current role in September 2009. Previously he was Group Finance Director of WS Atkins plc and worked in a variety of senior financial roles at Enterprise Oil plc. He is currently a non-executive director of Aggreko plc. He is a Chartered Accountant.

**Mr LC Pentz (Age 56) 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 on 1st April 2009. He is currently a non-executive director of Victrex plc.

**Mr MJ Roney (Age 56) Non-executive Director**

Mr MJ Roney was appointed a non-executive director in June 2007. He is currently Chief Executive of Bunzl plc. He joined Bunzl plc as a non-executive director in 2003. Prior to becoming Chief Executive of Bunzl he was Chief Executive Officer of Goodyear Dunlop Tires Europe BV and had an extensive career with the Goodyear Tire and Rubber Co, holding a number of senior management positions with responsibilities in Latin America, Asia, Eastern Europe, the Middle East and Africa. He is a member of the Management Development and Remuneration, Audit and Nomination Committees. Mr Roney will take over as Chairman of the Management Development and Remuneration Committee and as Senior Independent Director in July 2011 upon the retirement of Mr Walvis and Mr Thomson respectively.

**Mr WF Sandford (Age 57) Executive Director**

Mr WF Sandford is Executive Director, Precious Metal Products. He joined Johnson Matthey in 1977 and was appointed Division Director, Precious Metal Products in 2001 after holding a series of senior management positions within the division. He was appointed to his current position in July 2009.

**Mr TEP Stevenson (Age 63) Non-executive Director**

Mr TEP Stevenson was appointed a non-executive director and Chairman Designate on 29th March 2011. He has been Chairman of The Morgan Crucible Company plc since December 2006 and was Chairman of Travis Perkins plc from November 2001 to May 2010. From 1975 to 2000 he held a variety of senior management positions at Burmah Castrol plc, including Chief Executive from 1998 to 2000. He is a qualified barrister and is Lord Lieutenant of Oxfordshire. He is a member of the Management Development and Remuneration and Nomination Committees. Mr Stevenson will be appointed as Chairman of the board with effect from the close of the 2011 Annual General Meeting upon the retirement of Sir John Banham.

**Mrs DC Thompson (Age 50) Non-executive Director**

Mrs DC Thompson was appointed a non-executive director in September 2007. She is currently Chief Executive of Drax Group plc. She joined the board of Drax Group plc as Chief Executive in 2005. Prior to joining Drax she was head of the European business of the global power generation firm, InterGen. First starting her career in banking, she has had senior management roles in the UK, Asia and Africa. She is a member of the Management Development and Remuneration, Audit and Nomination Committees.

**Resolutions 13 and 14 – Auditor and auditor's remuneration**

Resolutions 13 and 14 are ordinary resolutions to re-appoint KPMG Audit Plc as auditor of the Company until the conclusion of the next general meeting at which accounts are laid before the Company and to provide that the auditor's remuneration be determined by the directors.

## **Resolution 15 – Political donations**

Resolution 15 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, political organisation and political expenditure are capable of wide interpretation. Sponsorship, subscriptions, payment of expenses, 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 proposing Resolution 15 to renew the authority granted by shareholders at the last Annual General Meeting of the Company. The proposed authority is subject to an overall aggregate limit on donations and expenditure of £50,000. As permitted under the 2006 Act, Resolution 15 extends to political donations made, or political expenditure incurred, by any subsidiaries of the Company.

## **Resolution 16 – Authority to allot relevant securities**

Resolution 16 is an ordinary resolution to renew the authority of the directors to allot securities.

In December 2008, the Association of British Insurers ("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 guidance provides that ABI members will regard as routine resolutions seeking authority to allot new shares representing up to one-third of a company's issued share capital. In addition, they will treat as routine a request for authority to allot shares representing an additional one-third of a company's issued share capital provided that it is only used to allot shares pursuant to a fully pre-emptive rights issue.

At the 2010 Annual General Meeting of the Company, the directors were given authority to allot up to two-thirds of the Company's then issued ordinary share capital (excluding treasury shares). This authority expires at the end of this year's Annual General Meeting.

The board considers it appropriate that the directors be granted similar authority to allot shares in the capital of the Company up to a maximum nominal amount of £143,117,158, representing two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 1st June 2011 (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 1st June 2011) can only be allotted pursuant to a fully pre-emptive rights issue. This authority will last until the conclusion of the Annual General Meeting of the Company in 2012 or, if earlier, on 19th October 2012.

The directors have no present intention of exercising this authority but consider it prudent to obtain the flexibility that this authority provides.

In previous years the board has stated that, should any decision be made by it to use the additional authority to allot securities over and above one-third of the issued ordinary share capital pursuant to a fully pre-emptive rights issue, it would be the intention of the directors to follow the guidance issued by the ABI in relation to the exercise of such authority. In the event that such authority was used, all directors wishing to remain in office would therefore be expected to seek re-election at the next Annual General Meeting following the decision to make the issue. As indicated earlier in this circular, in accordance with the provisions of the UK Corporate Governance Code, the board has decided that all directors will in any event retire at each general meeting and will offer themselves for re-election.

As at 1st June 2011, the latest practicable 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 17 – Disapplication of pre-emption rights**

Resolution 17 is a special resolution to authorise the directors under sections 570 and 573 of the 2006 Act to allot equity securities for cash (either pursuant to the authority granted under Resolution 16 or by way of a sale of treasury shares) without first offering them pro-rata to existing shareholders as otherwise required by section 561 of the 2006 Act. In light of the ABI guidance described above, the authority sought is limited:

- (a) in connection with an open offer or other offer to existing shareholders in proportion to their existing holdings, to up to 71,558,579 shares, representing one-third of the Company's issued ordinary share capital (excluding treasury shares) as at 1st June 2011 (the latest practicable date prior to publication of the circular) or, in the case of a fully pre-emptive rights issue only, to up to 143,117,158 shares, representing two-thirds of the Company's issued ordinary share capital (excluding treasury shares) as at 1st June 2011 (the latest practicable date prior to publication of the circular); and
- (b) otherwise than in connection with an offer to existing shareholders, to up to a maximum nominal value of £11,033,680 (representing approximately 5% of the Company's issued ordinary share capital including treasury shares as at 1st June 2011 (the latest practicable date prior to publication of this circular)).

The directors have no present intention of exercising this authority.

The directors confirm, in accordance with the Pre-Emption Group's Statement of Principles dated July 2008, 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, without prior consultation with shareholders.

The renewed authority will expire at the conclusion of the Annual General Meeting of the Company in 2012 or, if earlier, on 19th October 2012.

### **Resolution 18 – Purchase of own shares**

Resolution 18 is a special resolution to renew the authority granted to the directors at the Annual General Meeting of the Company in 2010 to make purchases of its own ordinary shares through the market as permitted by the 2006 Act. The renewed authority will expire at the conclusion of the Annual General Meeting of the Company in 2012 or, if earlier, on 19th October 2012.

The maximum aggregate number of ordinary shares which may be purchased would be 21,467,573, which represents approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 1st June 2011 (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 1,730,640 as at 1st June 2011 (the latest practicable date prior to publication of this circular), representing 0.81% of the Company's issued ordinary share capital (excluding treasury shares) as at 1st June 2011. This would increase to 0.9% 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 18 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. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

The directors would only exercise the authority sought by Resolution 18 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 interests of shareholders generally.

### **Resolution 19 – Notice period for general meetings**

Resolution 19 is a special resolution to renew an authority granted at last year's Annual General Meeting to allow the Company to hold general meetings (other than annual general meetings) on not less than 14 clear days' notice.

Before the introduction of the Companies (Shareholders' Rights) Regulations 2009 (the "Shareholders' Rights Regulations") in August 2009, the minimum notice period permitted by the 2006 Act for general meetings (other than annual general meetings) was 14 days. One of the amendments made to the 2006 Act by the Shareholders' Rights Regulations was to increase the minimum notice period for general meetings of listed companies to 21 days, but with an ability for companies to reduce this period to 14 days (other than for annual general meetings) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. Please refer to "Action to be taken" below and to notes 3 and 4 to the notice convening the meeting on page 10 of this circular for details of the Company's arrangements for electronic proxy appointment. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The board is therefore proposing Resolution 19 to approve 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 Annual General Meeting of the Company in 2012, when it is intended that the approval be renewed. The board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, and would only use the shorter notice period if it was thought to be to the advantage of shareholders as a whole.

### **Action to be taken**

Whether or not you are able to attend the Annual General Meeting, you are requested either to complete and return a Form of Proxy or to register the appointment of a proxy electronically by logging onto the website of our registrars, Equiniti, at [www.sharevote.co.uk](http://www.sharevote.co.uk). Completed Forms of Proxy must be returned to Equiniti as soon as possible and, in any event, so as to arrive no later than 11.00 am on Sunday 17th July 2011. Electronic proxy appointments must also be received by Equiniti by no later than 11.00 am on Sunday 17th July 2011. Proxy voting in respect of uncertificated shares may also be registered through CREST – see note 4 on page 10 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 Annual General Meeting if you so wish.

### **Poll Voting**

As in previous years and in line with best practice, voting on all resolutions at the Annual General Meeting will be conducted on a poll, rather than on a show of hands. This better reflects the voting rights of members by ensuring that all votes, whether cast in person at the meeting or through proxies by those unable to attend the meeting, are included in the result.

### **Recommendation**

The board 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 its shareholders as a whole. The directors unanimously recommend 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 twentieth 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 19th July 2011 at 11.00 am to consider and, if thought fit, to pass Resolutions 1 to 16 as ordinary resolutions and Resolutions 17 to 19 as special resolutions:

### Ordinary Resolutions:

1. That the Company's annual accounts for the year ended 31st March 2011 together with the directors' report and the auditor's report on those accounts be received.
2. That the directors' remuneration report for the year ended 31st March 2011 and the auditor's report on the auditable part of the directors' remuneration report be received and approved.
3. That a final dividend of 33.5 pence per ordinary share in respect of the year ended 31st March 2011 be declared and payable to members on the register at the close of business on 10th June 2011.
4. That Mr AM Ferguson, 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 TEP Stevenson, 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.
6. That Mr NAP Carson be re-elected a director of the Company.
7. That Sir Thomas Harris be re-elected a director of the Company.
8. That Mr RJ MacLeod be re-elected a director of the Company.
9. That Mr LC Pentz be re-elected a director of the Company.
10. That Mr MJ Roney be re-elected a director of the Company.
11. That Mr WF Sandford be re-elected a director of the Company.
12. That Mrs DC Thompson be re-elected a director of the Company.
13. That KPMG Audit Plc be re-appointed as auditor 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.
14. That the remuneration of the auditor be determined by the directors.
15. 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 15 has effect be generally and unconditionally 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 the 2006 Act, not exceeding £50,000 in total

during the period beginning with the date of the passing of this Resolution and ending on 31st July 2012 or, if sooner, the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution provided that the combined aggregate amount of donations made and expenditure incurred pursuant to this authority shall not exceed £50,000 and 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 on which the Company enters into any contract or undertaking in relation to the same.

16. That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights"):
- (a) up to an aggregate nominal amount of £71,558,579; and
  - (b) up to a further aggregate nominal amount of £71,558,579 provided that (i) they are equity securities (within the meaning of section 560(1) of the 2006 Act) and (ii) they are offered by way of a rights issue 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

provided that this authority shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution or, if earlier, on 19th October 2012, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights 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 shares and grant Rights be and are hereby revoked.

**Special Resolutions:**

17. That, subject to the passing of Resolution 16 above, the directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "2006 Act") to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash either pursuant to the authority conferred by Resolution 16 above or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, 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 16 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 to any person or persons of equity securities, otherwise than pursuant to paragraph (a) above, up to an aggregate nominal value of £11,033,680

and this power shall expire upon the expiry of the general authority conferred by Resolution 16 above, 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 agreement as if this authority had not expired.

18. That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) 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 approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 1st June 2011 (the latest practicable date prior to publication of this Notice of Annual General Meeting));
  - (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 in 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 by the Company in general meeting, the authority hereby conferred shall expire at the conclusion of the next Annual General Meeting of the Company after the passing of this Resolution, or, if earlier, on 19th October 2012, 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.
19. That a general meeting of the Company 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  
15th June 2011

Registered Office:  
5th Floor, 25 Farringdon Street  
London EC4A 4AB

## 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 6LQ so as to be received no later than 11.00 am on Sunday 17th July 2011. 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.

A Form of Proxy which may be used to make this appointment and give proxy instructions accompanies the Notice of Annual General Meeting. Details of how to appoint a proxy are set out in the notes to the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact the Company's registrars, Equiniti, on 0871 384 2344 if you are calling from the UK (calls to this number cost 8p per minute from a BT landline, other providers' costs may vary. Lines open 8.30am to 5.30pm Monday to Friday.). If you are calling from overseas please contact Equiniti on +44 121 415 7047. As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with notes 3 and 4 below.

### 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](http://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 online portfolio service, Shareview, can appoint their proxy electronically by logging onto their portfolio at [www.shareview.co.uk](http://www.shareview.co.uk) and clicking on the 'Vote Online' link. The on-screen instructions give details of how to complete the proxy appointment process. 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 17th July 2011.

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 on the Euroclear website ([www.euroclear.com/CREST](http://www.euroclear.com/CREST)). 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 Equiniti (ID RA19) no later than 11.00 am on Sunday 17th July 2011. 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. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

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 or her 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. Changing proxy instructions**

To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the Form of Proxy and would like to change the instructions using another Form of Proxy, please contact the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA. The deadline for receipt of proxy appointments (see note 2 above) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, those received last by the Company's registrars, Equiniti, will take precedence.

## **6. Nominated persons**

A copy of the Notice of Annual General Meeting 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.

## **7. 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 Friday 15th July 2011 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 Friday 15th July 2011 (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.

## **8. Total voting rights**

As at 1st June 2011, the latest practicable date prior to the publication of the Notice of Annual General Meeting, the Company's issued share capital (excluding treasury shares) consisted of 214,675,736 ordinary shares, carrying one vote each. The Company holds 5,997,877 ordinary shares in treasury and is not permitted to exercise voting rights in respect of those shares. Therefore, the total number of voting rights of the Company as at 1st June 2011 was 214,675,736.

## **9. Corporate representatives**

A member of the Company which is a corporation may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the Companies Act 2006, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the Company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

## **10. Right to ask questions**

Under section 319A of the Companies Act 2006, the Company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting which is put by a member attending the meeting unless one of the following applies:

- answering the question would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the Company or the good order of the meeting that the question be answered.

## **11. 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 for inspection at The Institution of Engineering and Technology (The Lecture Theatre), 2 Savoy Place, London WC2R 0BL from 10.00 am on Tuesday 19th July 2011 until the conclusion of the meeting.

- The contracts of service of the executive directors with the Company.
- The non-executive directors' letters of appointment.
- The deeds of indemnity in favour of the directors.

**12. Availability of information on website**

A copy of the Notice of Annual General Meeting, and other information required by section 311A of the Companies Act 2006, can be found at [www.matthey.com](http://www.matthey.com).

**13. Website publication of audit concerns**

Under section 527 of the Companies Act 2006 members meeting the threshold requirements set out in that section have the right to require the Company to publish a statement on its website setting out any matter that the members propose to raise at the meeting relating to (a) the audit of the Company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting or (b) any circumstances connected with an auditor of the Company ceasing to hold office since the last Annual General Meeting. The Company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the Company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the Company has been required to publish on its website.

**14. Communication with the Company**

You may not use any electronic address provided in the Notice of Annual General Meeting to communicate with the Company for any purposes other than those expressly stated.