

JM



Johnson Matthey Plc
Notice of Annual General Meeting

Friday 28th July 2017 at 11.00 am

The Royal Society
6-9 Carlton House Terrace
London
SW1Y 5AG

Johnson Matthey
Inspiring science, enhancing life

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

If you are in any doubt about its contents, or the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Johnson Matthey Public Limited Company (Johnson Matthey Plc or the 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.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Johnson Matthey Plc which is set out on pages 1 to 3 of this circular and which recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

Annual General Meeting 2017

Venue



The Royal Society

6-9 Carlton House Terrace

London

SW1Y 5AG

Letter from the Chairman



Tim Stevenson
Chairman

Johnson Matthey Plc
5th Floor, 25 Farringdon Street,
London EC4A 4AB
Telephone +44 (0)20 7269 8400
www.matthey.com

20th June 2017

Dear Shareholder

2017 Annual General Meeting

I am pleased to invite you to the 2017 Annual General Meeting (the AGM) of Johnson Matthey Plc (the company) which will be held at The Royal Society, 6-9 Carlton House Terrace, London SW1Y 5AG on **Friday 28th July 2017 at 11.00 am**. The formal AGM notice is set out on pages 6 to 7 of this circular.

2017 marks the 200th Anniversary of Johnson Matthey since it was founded in London by Percival Norton Johnson in 1817 as a gold assaying business. Two hundred years later, Johnson Matthey's science is helping to enhance people's lives on a global scale. This is an extraordinary achievement which we will reflect upon at the AGM. Following the AGM, a celebratory buffet lunch will be provided.

Your participation in our AGM is important to us. If you are unable to attend the meeting you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM, either by completing and returning a Form of Proxy or by registering your proxy electronically. You will, however, need to do this as soon as possible as all proxy instructions must be received by Equiniti, our registrar, by **11.00 am on Wednesday 26th July 2017**. Further details relating to proxy appointments are set out in notes 2 to 5 on page 8 of this circular.

The following paragraphs provide an explanation of the resolutions to be considered at the AGM. Resolutions 1 to 19 will be proposed as ordinary resolutions. Resolutions 20 to 23 will be proposed as special resolutions.

Resolution 1 – Report and accounts

Under Resolution 1, the company's annual accounts for the year ended 31st March 2017, together with the strategic report, the directors' report and the auditor's report (the 2017 Annual Report and Accounts), are received. As a shareholder, you will have received the 2017 Annual Report and Accounts either as a hard copy or via our website (www.matthey.com). Further copies will be available at the AGM.

Resolutions 2 and 3 – Directors' remuneration report

Resolution 2 seeks approval for the directors' remuneration report for the year ended 31st March 2017, excluding the part of the report which sets out the remuneration policy. This resolution is advisory in nature and, as such, it does not affect the actual remuneration paid to any individual director. The directors' remuneration report is set out in the 2017 Annual Report and Accounts on pages 97 to 116.

Resolution 3 seeks approval for the directors' remuneration policy. This policy, which can be found on pages 100 to 108 of the 2017 Annual Report and Accounts, sets out the company's forward looking policy on directors' remuneration. If approved, this policy will take effect immediately following the AGM and all payments made by the company to current, prospective and former directors must be made in accordance with the policy (unless a payment has been separately approved by a shareholder resolution). The policy will apply to all remuneration for the year commenced 1st April 2017.

If the remuneration policy is approved, it will be valid for up to three financial years. If the company wishes to change the policy within the three financial year period, it will need to put the revised policy to a shareholder vote.

If the remuneration policy is not approved, the remuneration policy approved at the 2014 annual general meeting will continue to apply.

Resolution 4 – Final dividend declaration

The board recommends a final dividend for the year ended 31st March 2017 of 54.5 pence per ordinary share of 110 ⁴⁹/₅₃ pence each (Ordinary Share) which, if approved, will be paid on 1st August 2017 to all ordinary shareholders on the register at the close of business on 9th June 2017.

Resolutions 5 to 13 – Election and re-election of directors

In accordance with the UK Corporate Governance Code 2016 (the Code), at the AGM we will continue our practice of requiring all directors to retire annually and to offer themselves for election or re-election as appropriate.

The company's Articles of Association require any director appointed to the board during the year by the directors to retire at the next annual general meeting after appointment. Resolutions 5 and 6 are resolutions which deal with the elections of Anna Manz and Jane Griffiths respectively, who, in accordance with the company's Articles of Association, are retiring and offering themselves for election.

Anna Manz was appointed to the board as Chief Financial Officer on 17th October 2016 and brings strong financial, strategic and commercial experience to the board, together with a background in chemistry. Anna joined us from Diageo plc where she held a number of senior financial roles before she became Group Strategy Director.

Jane Griffiths was appointed to the board as an independent Non-Executive Director on 1st January 2017. Jane brings significant experience and understanding of the management of global businesses to the board, particularly across the pharmaceutical sector, together with a strong interest in diversity. She is currently Company Group Chairman of Janssen EMEA, the pharmaceutical arm of Johnson & Johnson.

All other directors will retire and offer themselves for re-election. This is dealt with in resolutions 7 to 13.

We have five non-executive directors, all of whom are determined by the board to be independent directors in accordance with the criteria set out in the Code. The board considers that their skills, experience, independence and knowledge of the company enable them to discharge their respective duties and responsibilities effectively. The board confirms, following formal performance evaluation (as referred to on page 84 of the 2017 Annual Report and Accounts), that each non-executive director's performance continues to be effective and that they continue to demonstrate commitment to their roles.

Biographical details of each of the directors standing for election or re-election can be found on page 5 of this circular.

Resolutions 14 and 15 – Auditor and auditor's remuneration

Resolution 14 seeks approval for the re-appointment of KPMG LLP as the company's auditor until the conclusion of the next general meeting at which accounts are laid before the company. Resolution 15 seeks authorisation for the Audit Committee of the board to set the auditor's remuneration.

During the year, the Audit Committee undertook a review of KPMG LLP's independence and objectivity and of the effectiveness of the audit process, following which the Audit Committee recommended the re-appointment of KPMG LLP to the board, for the board to put to shareholders for approval.

Resolution 16 – Political donations

The Companies Act 2006 (the 2006 Act) prohibits political donations by the company and its subsidiaries to any political parties, other political organisations or independent election candidates or the incurring by the company and its subsidiaries of political expenditure unless authorised by shareholders in advance. Although 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 doing so, the legislation is capable of wide interpretation and may catch such activities as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review.

To avoid inadvertently contravening the 2006 Act, the board is proposing Resolution 16 to renew the authority granted by shareholders at our Annual General Meeting in 2016 (2016 AGM). The proposed authority is subject to an overall aggregate limit on donations and expenditure of £50,000 and will cover the period from the date Resolution 16 is passed until 31 July 2018 or, if sooner, the conclusion of the 2018 AGM. As permitted under the 2006 Act, Resolution 16 extends to political donations made, or political expenditure incurred, by any subsidiary of the company.

Resolution 17 – Authority to allot shares

Resolution 17 seeks a renewal of the directors' authority to allot shares. At our 2016 AGM, 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 AGM.

The Investment Association's (IA) guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking an authority to allot shares representing up to two-thirds of a company's issued share capital provided that any amount in excess of one-third of the company's issued share capital is applied to fully pre-emptive rights issues only.

In light of these guidelines, the board considers it appropriate that the directors, like last year, be granted authority to allot shares representing up to two-thirds of the company's issued share capital. Therefore the board is seeking a renewal of the authority to allot up to a maximum nominal amount of £143,117,362, being 129,022,286 Ordinary Shares. This represents two-thirds of the company's issued ordinary share capital (excluding treasury shares) (Issued Share Capital) as at 6th June 2017, being the latest practicable date prior to publication of this circular (Latest Practicable Date).

In accordance with the IA guidelines, a maximum nominal amount of £71,558,681, being 64,511,143 Ordinary Shares, representing one-third of the company's Issued Share Capital as at the Latest Practicable Date can only be allotted pursuant to a fully pre-emptive rights issue. This authority will expire at the conclusion of our 2018 AGM or, if earlier, on 28th October 2018.

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

As at the Latest Practicable Date, the company held 5,407,176 treasury shares, which represented 2.79% of the company's Issued Share Capital as at that date.

Resolutions 18 and 19 – New Performance Share Plan and Restricted Share Plan

Resolution 18 is a resolution to approve the introduction of a new long term Johnson Matthey Performance Share Plan (PSP) for Executive Directors and eligible senior managers who are not appointed to the board.

The company has operated its existing long-term incentive plan, the Johnson Matthey Long Term Incentive Plan 2007, since its approval by shareholders in July 2007. Authority to grant awards under the Long Term Incentive Plan 2007 expires on 24 July 2017. Following consultation with the company's major shareholders, the Remuneration Committee of the board has concluded that shareholder approval should be sought for a replacement long term incentive arrangement, the PSP.

The terms of the PSP have been designed to materially continue with the main features of the Long Term Incentive Plan 2007. The principal rules, which include malus and clawback provisions, and the proposed operation of the PSP are summarised in Appendix 1 to this circular on page 10.

Full details of the performance conditions that will apply to awards granted to executive directors under the PSP are disclosed in the directors' remuneration policy section of the directors' remuneration report in the Annual Report.

If approved by shareholders at the AGM, the first awards under the PSP will be made this year.

Resolution 19 is a resolution to approve the introduction of a new long term incentive plan for eligible senior managers who are not appointed to the board.

The company considers it appropriate to promote wider employee share ownership and therefore proposes the adoption of the Johnson Matthey Restricted Share Plan (RSP), which will be used to incentivise and retain eligible senior managers who are not appointed to the board. Under the company's proposed shareholder-approved remuneration policy, executive directors will not be eligible to receive awards under the RSP.

The terms of the RSP have been designed to materially mirror those of the proposed PSP but with awards not being subject to the achievement of performance conditions. The principal rules and proposed operation of the RSP are summarised in Appendix 2 to this circular on page 12.

If approved by shareholders at the AGM, the first awards under the RSP will be made this year.

The rules of the PSP and RSP are available for inspection at the company's registered office from the date of this circular until the close of the AGM during normal business hours. The documents will also be available for inspection at the place of the AGM from 10.00 am on the day of the AGM until the conclusion of the AGM.

Resolutions 20 and 21 – Disapplication of pre-emption rights

Under section 561 of the 2006 Act, if the directors wish to allot shares for cash (other than in connection with an employees' share scheme) they must, in the first instance, offer them to existing shareholders in proportion to their holdings (a pre-emptive offer). However, in accordance with sections 570 and 573 of the 2006 Act, Resolutions 20 and 21 will allow the directors to allot equity securities for cash pursuant to the authority granted under Resolution 17, or by way of a sale of treasury shares, without complying with the pre-emption rights in the 2006 Act in certain circumstances.

The authority sought in Resolution 20 is limited to:

- a) equity securities up to a maximum nominal amount of £71,558,681, being 64,511,143 Ordinary Shares, representing one-third of the company's Issued Share Capital as at the Latest Practicable Date, in connection with a fully pre-emptive rights issue, open offer or other offer to existing shareholders in proportion to their existing holdings; and additional equity securities up to a maximum nominal amount of £71,558,681, being 64,511,143 Ordinary Shares, representing a further one-third of the company's Issued Share Capital as at the Latest Practicable Date, in the case of a fully pre-emptive rights issue only; and
- b) equity securities up to a maximum nominal amount of £10,733,802 being 9,676,671 Ordinary Shares, representing approximately 5% of the company's Issued Share Capital as at the Latest Practicable Date, otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 21 will permit the directors to allot additional equity securities for cash up to a minimum nominal value of £10,733,802 (being 9,676,671 Ordinary Shares) representing approximately a further 5% of the Issued Share Capital as at the Latest Practicable Date. Such shares may only be allotted otherwise than in connection with a pre-emptive offer to existing shareholders where the allotment is to finance an acquisition or capital investment or refinance a transaction of that nature entered into in the previous six months.

This disapplication authority is in line with institutional shareholder guidance and in particular with the Pre-Emption Group's Statement of Principles (the Pre-emption Principles). The Pre-emption Principles allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the company's issued share capital, provided that the additional 5% authority is used only in connection with an acquisition or specified capital investment.

The authority contained in Resolutions 20 and 21 will expire at the conclusion of the 2018 AGM or, if earlier, on 28th October 2018.

The directors have no present intention of exercising this authority but consider it appropriate to obtain the flexibility that this authority in Resolutions 20 and 21 provides.

In accordance with the Pre-emption Principles, the directors confirm their intention not to issue more than 7.5% of the company's Issued Share Capital for cash other than to existing shareholders in any rolling three-year period without prior consultation with shareholders.

Resolution 22 – Purchase of own shares

Resolution 22 seeks a renewal of the authority granted to the directors at the 2016 AGM for the company 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 2018 AGM or, if earlier, on 28th October 2018. The maximum aggregate number of Ordinary Shares which may be purchased would be 19,353,343 which represents approximately 10% of the Issued Share Capital as at the Latest Practicable Date. The authority also sets out minimum and maximum prices that may be paid for an Ordinary Share.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. It is the company's present intention that any shares purchased under the authority sought by Resolution 22 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. However, in order to respond properly to the company's capital requirements and prevailing market conditions, the directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so. No dividends are paid on shares whilst held in treasury and no voting rights attach to treasury shares.

The directors have no present intention of exercising the authority to purchase the company's Ordinary Shares but will keep the matter under review, taking into account the financial resources of the company, the company's share price and future funding opportunities. The directors would only exercise the authority sought by Resolution 22 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. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

Resolution 23 – Notice period for general meetings

The minimum notice period for listed companies calling general meetings under the 2006 Act is 21 clear days, being working and non-working days but excluding the date on which notice is given and the date of the meeting. Companies may reduce this to 14 clear 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. As described in notes 3 and 4 on page 8 of this circular, the company has arrangements in place 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 seeking to renew the authority granted at the 2016 AGM to allow the company to hold general meetings (other than annual general meetings) on not less than 14 clear days' notice. The approval, if granted, will be effective until the 2018 AGM, when it is intended that the approval be renewed. The board confirms that it will give as much notice as practicable when calling a general meeting, that it would generally give a minimum of 14 business days' notice when calling a general meeting in accordance with the UK Corporate Governance Code 2016, and that it does not intend to use this authority as routine. 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 were thought to be to the advantage of shareholders as a whole.

Action to be taken

You are requested either to:

- complete and return a Form of Proxy – this must be returned to Equiniti as soon as possible and, in any event, so as to arrive **not later than 11.00 am on Wednesday 26th July 2017**; or
- register the appointment of a proxy electronically by logging onto Equiniti's website at www.sharevote.co.uk. Your electronic proxy appointment must be received by Equiniti **not later than 11.00 am on Wednesday 26th July 2017**.

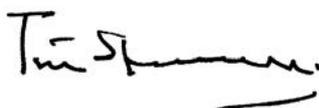
Proxy voting in respect of uncertificated shares may also be registered through CREST – see note 4 on page 8 of this circular.

Shareholders who return a Form of Proxy or who submit an electronic proxy instruction will still be able to attend and vote at the AGM if they so wish.

Recommendation

The board considers that the above resolutions are likely to promote the success of the company and are in the best interests of the shareholders and the company as a whole. The directors unanimously recommend that you vote in favour of them, as they intend to do in respect of their own beneficial holdings of shares in the company.

Yours faithfully



Tim Stevenson
Chairman

Directors' Biographies



Tim Stevenson, OBE – Chairman

Appointed to board: March 2011

Experience

Tim was appointed Chairman in July 2011. Tim was Chairman of The Morgan Crucible Company plc from December 2006 to July 2012 and Chairman of Travis Perkins plc from November 2001 to May 2010. He has also sat on a number of other boards including National Express plc, Partnerships UK and Tribal PLC. He was Chief Executive at Burmah Castrol plc from 1998 to 2000. He is a qualified barrister and is Lord Lieutenant of Oxfordshire.

Other Current Appointments

Director of the Emmott Foundation Limited.

Committees

Remuneration Committee, Nomination Committee (Chairman)

International Experience

Spain, UK

Sector Experience

Chemicals, Manufacturing, Oil and Gas, Retail

Alan Ferguson – Senior Independent Director

Appointed to board: January 2011

Experience

Alan was appointed a Non-Executive Director of Johnson Matthey in January 2011 and as Senior Independent Director in July 2014. He was previously Chief Financial Officer and a Director of Lonmin Plc. Prior to this he was Group Finance Director of The BOC Group. Before joining BOC, he worked for Inchcape plc for 22 years and was Group Finance Director from 1999 until 2005. He is a Chartered Accountant and sits on the Business Policy Panel of the Institute of Chartered Accountants of Scotland.

Other Current Appointments

Non-Executive Director and Chairman of the Audit Committee at Croda International Plc, The Weir Group PLC and Marshall Motor Holdings plc, where he is also Senior Independent Director.

Committees

Audit Committee (Chairman), Remuneration Committee, Nomination Committee

International Experience

South Africa, UK

Sector Experience

Automotive, Chemicals, Mining

Colin Matthews, CBE, FEng – Non-Executive Director

Appointed to board: October 2012

Experience

Colin has been Chief Executive Officer of Heathrow Airport (previously BAA), Hays plc and Severn Trent plc. He was also Managing Director of Transco and Engineering Director of British Airways. Prior to this he worked in strategy consulting for the motor industry and at General Electric Company. He has also served as Non-Executive Director of Mondi plc.

Other Current Appointments

Non-Executive Chairman at Highways England and Renewi plc.

Committees

Audit Committee, Remuneration Committee (Chairman), Nomination Committee

International Experience

Canada, France, Japan, UK

Sector Experience

Aerospace, Infrastructure, Professional Services, Technology, Utilities

Robert MacLeod – Chief Executive

Appointed to board: June 2009

Experience

Robert was appointed as Chief Executive in June 2014 having joined Johnson Matthey as Group Finance Director in 2009. Previously he was Group Finance Director of WS Atkins plc and a Non-Executive Director at Aggreko plc. He is a Chartered Accountant with a degree in Chemical Engineering.

Other Current Appointments

Non-Executive Director at RELX PLC, RELX NV and RELX Group plc.

International Experience

UK, US

Sector Experience

Chemicals, Oil and Gas, Professional Services

Odile Desforges – Non-Executive Director

Appointed to board: July 2013

Experience

Odile's automotive industry experience began with the French Government's Transport Research Institute and developed with Renault SA and AB Volvo. She has held senior positions in purchasing, product planning, development and engineering, including as Chairman and Chief Executive Officer of the Renault-Nissan Purchasing Organization (RNPO) and most recently as Executive Vice President, Engineering and Quality at Renault. She was appointed a Knight of the French Legion of Honour in 2009.

Other Current Appointments

Non-Executive Director of Safran SA, Dassault Systèmes, Imerys and Faurecia.

Committees

Audit Committee, Remuneration Committee, Nomination Committee

International Experience

France, Japan, Sweden, UK

Sector Experience

Aerospace, Automotive, Defence, Manufacturing, Technology

Chris Mottershead – Non-Executive Director

Appointed to board: January 2015

Experience

Prior to joining King's College in 2009, Chris had a 30 year career at BP, most recently as Global Advisor on Energy Security and Climate Change. Before this, he was Technology Vice President for BP's Global Gas, Power and Renewables businesses, and was also the technical manager for its North Sea exploration and production activities. He is a Chartered Engineer and Fellow of the Royal Society of Arts.

Other Current Appointments

Senior Vice President of Quality, Strategy and Innovation at King's College London and Director of King's College London Business Limited. Non-Executive Director of The Carbon Trust, Carbon Trust Investments Limited and Imanova Limited.

Committees

Audit Committee, Remuneration Committee, Nomination Committee

International Experience

UK, US

Sector Experience

Energy, Oil and Gas

Anna Manz – Chief Financial Officer

Appointed to board: October 2016

Experience

Anna joined Johnson Matthey as Chief Financial Officer in October 2016. She was previously Group Strategy Director and a member of the Executive Committee at Diageo plc. During 17 years at Diageo, Anna held a series of senior roles, including Finance Director Spirits North America, Group Treasurer and Finance Director Asia Pacific. Anna is a qualified management accountant with a degree in Chemistry.

Other Current Appointments

Non-Executive Director at ITV plc.

International Experience

China, India, Ireland, Kenya, Korea, Nigeria, Singapore, UK, US

Sector Experience

Manufacturing, Media

Jane Griffiths – Non-Executive Director

Appointed to board: January 2017

Experience

Jane is currently Company Group Chairman of Janssen EMEA, the pharmaceutical arm of Johnson & Johnson (J&J). Since joining J&J in 1982 Jane's roles have included international and affiliate strategic marketing, sales management, product management, general management and clinical research. Jane is Director and Chair of the J&J Corporate Citizenship Trust in EMEA, a sponsor of the J&J Women's Leadership Initiative.

Other Current Appointments

Company Group Chairman of Janssen EMEA, Director and Chair of the Johnson & Johnson Corporate Citizenship Trust in EMEA. In addition to the above current appointments, Jane is Director of Johnson & Johnson Innovation Limited and a member of the Corporate Advisory Board of the 'Your Life' campaign.

Committees

Audit Committee, Remuneration Committee, Nomination Committee

International Experience

Africa, Middle East, UK

Sector Experience

Pharmaceuticals

John Walker – Sector Chief Executive, Clean Air

Appointed to board: October 2013

Experience

John joined Johnson Matthey in 1984 and was appointed Division Director, Emission Control Technologies in 2009 after holding a series of positions within the division in the US, Asia and Europe. He was appointed Executive Director, Emission Control Technologies in October 2013 (division subsequently renamed Clean Air Sector in April 2017).

International Experience

Australia, China, France, Germany, India, Japan, Malaysia, UK, US

Sector Experience

Automotive, Chemicals

Notice of Annual General Meeting

Notice is hereby given that the one hundred and twenty-sixth Annual General Meeting of Johnson Matthey Public Limited Company (the company) will be held at The Royal Society, 6-9 Carlton House Terrace, London SW1Y 5AG on Friday 28th July 2017 at 11.00 am to consider and, if thought fit, to pass Resolutions 1 to 19 as Ordinary Resolutions and Resolutions 20 to 23 as Special Resolutions:

Ordinary Resolutions

Report and accounts

1. That the company's annual accounts for the year ended 31st March 2017 together with the strategic report, directors' report and the auditor's report thereon be received.

Remuneration report

2. That the directors' remuneration report for the year ended 31st March 2017, other than the part containing the directors' remuneration policy, as set out on pages 97 to 116 of the 2017 Annual Report and Accounts, be approved.
3. That the directors' remuneration policy, as set out pages 100 to 108 of the 2017 Annual Report and Accounts be approved, such policy to take effect from the conclusion of this meeting and to apply to all remuneration for the year commenced 1st April 2017.

Final dividend

4. That a final dividend of 54.5 pence per ordinary share in respect of the year ended 31st March 2017 be declared and payable to members on the register at the close of business on 9th June 2017.

Directors

5. That Mrs AO Manz be elected a director of the company.
6. That Dr JV Griffiths be elected a director of the company.
7. That Mr TEP Stevenson be re-elected a director of the company.
8. That Ms O Desforges be re-elected a director of the company.
9. That Mr AM Ferguson be re-elected a director of the company.
10. That Mr RJ MacLeod be re-elected a director of the company.
11. That Mr CS Matthews be re-elected a director of the company.
12. That Mr CJ Mottershead be re-elected a director of the company.
13. That Mr JF Walker be re-elected a director of the company.

Auditor

14. That KPMG LLP 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.
15. That the Audit Committee of the board be authorised to determine the remuneration of the auditor.

Political donations

16. 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 16 has effect be generally and unconditionally authorised in aggregate to:
 - a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
 - b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
 - c) incur political expenditure not exceeding £50,000 in total, (as such terms are defined in the 2006 Act) during the period beginning on the date of the passing of this Resolution 16 and ending on 31st July 2018 or, if sooner, the conclusion of the next annual general meeting of the company after the passing of this Resolution 16, 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.

Authority to allot shares

17. 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 £71,558,681; and
 - (b) up to a further aggregate nominal amount of £71,558,681 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 17 or, if earlier, on 28th October 2018, 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.

Performance Share Plan and Restricted Share Plan

18. That the rules of the Johnson Matthey Performance Share Plan (PSP), in substantially the form summarised in Appendix 1 on pages 10 and 11, be approved and the directors be authorised to make any modifications or amendments and to do all such acts and things as they may consider appropriate to implement the PSP.
19. That the rules of the Johnson Matthey Restricted Share Plan (RSP), in substantially the form summarised in Appendix 2 on pages 12 and 13, be approved and the directors be authorised to make any modifications or amendments and to do all such acts and things as they may consider appropriate to implement the RSP.

Special Resolutions

Authority to disapply pre-emption rights

20. That, subject to the passing of Resolution 17, 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 17 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 17 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 amount of £10,733,802,

and this power shall expire upon the expiry of the general authority conferred by Resolution 17, 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.

21. That, subject to the passing of Resolution 17 and in addition to the power conferred by Resolution 20, the directors be and they are hereby empowered pursuant to section 570 and section 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 17 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:
- (a) limited to the allotment to any person or persons of equity securities up to an aggregate nominal amount of £10,733,802; and

- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-emption Rights by the Pre-emption Group (as at the date of this notice),

and shall expire upon the expiry of the general authority conferred by Resolution 17 above, save that the company shall be entitled to make offers or agreements before the expiry of such power 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 the power conferred hereby had not expired.

Authority to purchase own shares

22. 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 19,353,343 (representing approximately 10% of the company's issued ordinary share capital, excluding treasury shares);
- (b) the minimum price which may be paid for an ordinary share is 110 ⁴⁹/₁₀₀ pence (excluding expenses);
- (c) the maximum price (excluding expenses) 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; 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 22 or, if earlier, on 28th October 2018, 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.

Notice period for general meetings, other than annual general meetings

23. 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:



Simon Farrant
Company Secretary
20th June 2017

Johnson Matthey Public Limited Company
Registered Number: 33774

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

Important 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. We consider this better reflects the voting results of members by ensuring that all votes, whether cast in person at the meeting or through proxies by all those unable to attend the meeting, are included in the result. 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 does not need to be a member of the company but must attend the Annual General Meeting to represent you. Your proxy could be the Chairman, another director of the company or another person who has agreed to represent you. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the Annual General Meeting and voting in person.

To be valid, an appointment of proxy must be done either by returning a Form of Proxy or by one of the electronic methods described in notes 3 and 4 below.

To be effective, a Form of Proxy must be lodged at the offices of the company's registrar, Equiniti, in accordance with the instruction provided thereon, so as to be received not later than 11.00 am on Wednesday 26th July 2017.

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 Equiniti by post (Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA) or by telephone (0371 384 2344 if you are calling from the UK (lines are open from 8.30 am to 5.30 pm Monday to Friday excluding public holidays in England and Wales) or +44 121 415 7047 if you are calling from outside the UK). 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. 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 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 Wednesday 26th July 2017.

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 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'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) not later than 11.00 am on Wednesday 26th July 2017. 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 Equiniti by post (Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA) or by telephone (0371 384 2344 if you are calling from the UK (lines are open from 8.30 am to 5.30 pm Monday to Friday excluding public holidays in England and Wales) or +44 121 415 7047 if you are calling from outside the UK). 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 Equiniti will take precedence.

6. Virus protection

Please note that the company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the company cannot accept responsibility for loss or damage arising from the opening or use of any e-mail or attachments from the company and recommends that shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

7. Nominated persons

A copy of this 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.

8. Entitlement to attend and vote

To be entitled to attend and vote in person or by proxy at the Annual General Meeting, members must be registered in the company's register of members at 6.30 pm on Wednesday 26th July 2017 or, if the meeting is adjourned, members entered on the company's register of members at 6.30 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 6.30 pm on Wednesday 26 July 2017 (or after 6.30 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.

9. Total voting rights

As at 6th June 2017, being the latest practicable date prior to publication of this Notice of Annual General Meeting, the company's issued share capital (excluding treasury shares) consisted of 193,533,430 ordinary shares, carrying one vote each. The company holds 5,407,176 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 6th June 2017 was 193,533,430.

10. 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.

11. 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.

12. Documents available for inspection

The following documents are available for inspection at the registered office of the company during normal business hours:

- 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;
- the rules of the Johnson Matthey Performance Share Plan; and
- the rules of the Johnson Matthey Restricted Share Plan.

The above documents will also be available for inspection at The Royal Society, 6-9 Carlton House Terrace, London SW1Y 5AG from 10.00 am on Friday 28th July 2017 until the conclusion of the meeting.

13. Availability of information on website

A copy of this Notice of Annual General Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting, details of the totals of the voting rights that members are entitled to exercise at the meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the company after the date of this notice will be available on the company's website: www.matthey.com.

14. 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.

15. 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.

Appendix 1

Summary of the principal terms of the Johnson Matthey Performance Share Plan (PSP)

Operation

The Remuneration Committee of the board of directors of the company (the Committee) will supervise the operation of the PSP.

Eligibility

Any employee (including an executive director) of the company and its subsidiaries may be eligible to participate in the PSP at the discretion of the Committee.

Grant of Awards

Awards granted may take one of three forms:

- (i) conditional awards, where a participant will receive free ordinary shares in the company (Shares) on the vesting of an award; or
- (ii) forfeitable awards, where a participant will receive Shares subject to forfeiture restrictions which fall away on the vesting of an award; or
- (iii) nil or nominal cost options, where a participant can decide when to exercise the award during a limited period of time after it has vested.

Cash-based awards of an equivalent value to share-based awards may be granted, or share-based awards may be satisfied in cash if this is considered appropriate.

Awards will normally be granted on or around 1st August each year. If an award is granted to a newly recruited employee, then the award will take place as soon as reasonably practicable after the participant commences employment.

Awards may also be granted when there are exceptional circumstances which the Committee considers justifies the granting of awards.

No awards will be granted more than ten years after the approval of the PSP by shareholders.

No payment will be required for the grant of an award. Awards are not transferable (other than to the participant's personal representatives in the event of death). Awards are not pensionable.

Individual Limit

Under the PSP rules, an individual may not receive an award in any financial year of Shares that have a market value (on the award date) in excess of 350% of the individual's base salary. Awards to Executive Directors will be further limited to the maximum permitted by the remuneration policy in force at the time of award.

Plan Limit

The PSP may operate over new issue Shares treasury shares or Shares purchased in the market or through the Johnson Matthey Share Retention Trust.

In any period of ten calendar years, the company may not issue (or have the possibility to issue) more than:

- (i) 10% of the issued ordinary share capital of the company under the PSP and all other employee share plans adopted by the company; and
- (ii) 5% of the issued ordinary share capital of the company under the PSP and any other discretionary share plan adopted by the company.

Treasury shares will count as new issue shares for the purposes of these limits, but they will cease to count if the guidance for share-based incentives issued by the Investment Association state that they need not do so.

Performance Conditions

All awards will be subject to performance conditions set by the Committee each year that will reflect the company's performance over a performance period. The performance condition shall normally be assessed over a period of not less than three years. A shorter performance period may apply for awards made to a newly recruited employee (other than an Executive Director).

The Committee will keep the performance conditions under review to ensure that they operate as intended and remain appropriate for future awards and, accordingly, the Committee will have the power to set different performance conditions for future awards.

The Committee will have the power to vary the terms of existing performance conditions if exceptional circumstances have arisen which lead it to consider that it is appropriate to do so. However, the amended target will have to be, in the opinion of the Committee, no less challenging as a result of the change.

Performance conditions for awards to Executive Directors will be in line with the company's remuneration policy and shall be disclosed in the annual Remuneration Report.

Vesting of Awards

Once the Committee has determined the extent to which the applicable performance conditions have been satisfied and provided the participant is still employed by a company in the Johnson Matthey group (Group Company), the following will apply:

- an award to an Executive Director will vest in equal tranches on the third, fourth and fifth anniversaries of the date of grant; and
- an award to any other participant will normally vest on the third anniversary of grant or at such later date as the Committee may determine. A shorter vesting period may apply to awards made to a newly recruited employee (other than an Executive Director).

Executive Directors will receive a payment in cash or additional Shares equivalent to the dividends that would have been paid on Shares in the second and third vesting tranches of an award during the period between the third anniversary of grant and the vesting date of the second and third tranche (as appropriate).

All awards will lapse if the performance conditions are not met.

Leaving Employment

As a general rule, an award will lapse upon a participant ceasing to hold employment by a Group Company, unless the Committee determines an earlier lapse date following a participant giving or receiving notice of such cessation.

However, if, before vesting, a participant ceases such employment by reason of disability, injury, ill-health, redundancy, retirement, sale or transfer of their employing company or business out of the Johnson Matthey group, or in other circumstances at the discretion of the Committee, then his award will normally vest on the normal vesting date(s) to the extent determined by the performance conditions measured over the full performance period.

The Committee may, at its discretion, permit or require awards to vest on or at any time following the date of cessation of employment, in which case awards would be subject to the performance conditions measured over the shorter period.

Where a participant leaves employment, unless the Committee determines otherwise, there will also be a pro-rata reduction in the size of the award based on the proportion of the performance period which has elapsed by the date of cessation.

Transfer of Employment Overseas

If a participant is to be transferred to work in another country, the Committee may decide that an award will vest if it is considered that this international transfer will likely result in either the participant or a Group Company suffering a tax disadvantage in relation to the award or restrictions on the participant's ability to receive the award.

Where a participant's award vests on an international transfer, unless the Committee determines otherwise, there will also be a pro-rata reduction in the size of the award based on the proportion of the performance period which has elapsed by the date of transfer of employment.

Corporate Events

In the event of a takeover, scheme of arrangement, merger, or voluntary winding up of the company (not being an internal corporate reorganisation), awards may vest early to the extent that the performance conditions have, in the opinion of the Committee, been satisfied at that time. Unless the Committee determines otherwise, there will also be a pro-rata reduction in the size of the award based on the proportion of the performance period which has elapsed by the date of the corporate event.

Awards may also vest on the same basis if a demerger is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent.

On reorganisation or takeover the Committee may determine that awards will be replaced by equivalent new awards over shares in a new holding company or acquiring company.

Malus and Clawback

Malus and clawback provisions have been included in the rules of the PSP, and provide the Committee with the discretion to recover the value of awards granted to participants in certain circumstances. Malus and clawback, may be applied where:

- the accounts used to assess the level of grant or the satisfaction of performance conditions are materially corrected and as a result relevant performance is demonstrated to have been materially worse than previously assumed;
- the Committee forms the view that in assessing the extent to which any condition to the vesting of an award has been satisfied, such assessment was based on an error;
- the Committee becomes aware of an act or omission committed by the participant which the Committee reasonably believes could have justified dismissal on the grounds of misconduct; or
- the participant has contributed to reputational or potential reputational damage to any Group Company.

In such circumstances, the Committee has the discretion to:

- negatively adjust awards before they have vested;
- negatively adjust other outstanding awards (including by way of forfeiture) to account for clawback on already vested awards; and
- require participants to return shares and / or repay the equivalent value of those shares to the company after they have been transferred to the participant.

Variation of Share Capital

In the event of any variation of the company's share capital, or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, awards may be adjusted as appropriate.

Participants' Rights

Awards will not confer shareholder rights on participants until they have vested and participants have received their Shares.

Rights Attaching to Shares

Any Shares allotted in satisfaction of an award will rank equally with all other Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Alterations

The Committee may, at any time, amend the PSP rules in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired/received and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to minor alterations made to benefit the administration of the PSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Johnson Matthey group.

Overseas Plans

The board may at any time without further shareholder formality establish further plans in overseas territories, any such plan to be no more favourable than the PSP, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the PSP.

Appendix 2

Summary of the principal terms of the Johnson Matthey Restricted Share Plan (RSP)

Operation

The Remuneration Committee of the board of directors of the company (the Committee) will supervise the operation of the RSP.

Eligibility

Any employee of the company and its subsidiaries will be eligible to participate in the RSP at the discretion of the Committee. Although Executive Directors are eligible to participate under the rules of the RSP, Executive Directors will not be eligible to receive awards unless the company seeks an amendment to its shareholder approved remuneration policy to allow for such participation. Awards under the RSP may, however, be made to incoming executive directors if such awards form part of a buy-out in accordance with the terms of the company's approved remuneration policy.

Grant of Awards

Awards granted may take one of three forms:

- (i) conditional awards, where a participant will receive free ordinary shares in the company (Shares) on the vesting of an award; or
- (ii) forfeitable awards, where a participant will receive Shares subject to forfeiture restrictions which fall away on the vesting of an award; or
- (iii) nil or nominal cost options, where a participant can decide when to exercise the award during a limited period of time after it has vested.

Cash-based awards of an equivalent value to share-based awards may be granted, or share-based awards may be satisfied in cash if this is considered appropriate.

Awards will normally be granted on or around 1st August each year. If an award is granted to a newly recruited employee, then the award will take place as soon as reasonably practicable after the participant commences employment.

Awards may also be granted when there are exceptional circumstances which the Committee considers justifies the granting of awards.

No awards will be granted more than ten years after the approval of the RSP by shareholders.

No payment will be required for the grant of an award. Awards are not transferable (other than to the participant's personal representatives in the event of death). Awards are not pensionable.

Individual Limit

Under the RSP rules, an individual may not receive an award in any financial year of Shares that have a market value (on the award date) in excess of 200% of the individual's base salary.

Plan Limit

The RSP may operate over new issue Shares, treasury shares or Shares purchased in the market or through the Johnson Matthey Share Retention Trust.

In any period of ten calendar years, the company may not issue (or have the possibility to issue) more than:

- (i) 10% of the issued ordinary share capital of the company under the RSP and all other employee share plans adopted by the company; and
- (ii) 5% of the issued ordinary share capital of the company under the RSP and any other discretionary share plan adopted by the company.

Treasury shares will count as new issue shares for the purposes of these limits, but they will cease to count if the guidance for share-based incentives issued by the Investment Association state that they need not do so.

Vesting of Awards

Provided the participant is still employed by a company in the Johnson Matthey group (Group Company), awards will normally vest on the third anniversary of grant or at such later date as the Committee may determine. A shorter vesting period may apply to awards made to a newly recruited employee. Awards are not subject to the achievement of performance conditions.

Leaving Employment

As a general rule, an award will lapse upon a participant ceasing to hold employment by a Group Company, unless the Committee determines an earlier lapse date following a participant giving or receiving notice of such cessation.

However, if, before vesting, a participant ceases such employment by reason of disability, injury, ill-health, redundancy, retirement, sale or transfer of their employing company or business out of the Johnson Matthey group, or in other circumstances at the discretion of the Committee, then his award will normally vest on the normal vesting date(s).

The Committee may, at its discretion, permit or require awards to vest on or at any time following the date of cessation of employment.

Where a participant leaves employment, unless the Committee determines otherwise, there will also be a pro-rata reduction in the size of the award based on the proportion of the vesting period which has elapsed by the date of cessation.

Transfer of Employment Overseas

If a participant is to be transferred to work in another country, the Committee may decide that an award will vest if it is considered that this international transfer will likely result in either the participant or a Group Company suffering a tax disadvantage in relation to the award or restrictions on the participant's ability to receive the award.

Where a participant's award vests on an international transfer, unless the Committee determines otherwise, there will also be a pro-rata reduction in the size of the award based on the proportion of the performance period which has elapsed by the date of transfer of employment.

Corporate Events

In the event of a takeover, scheme of arrangement, merger, or voluntary winding up of the company (not being an internal corporate reorganisation), awards may vest early. Unless the Committee determines otherwise, there will also be a pro-rata reduction in the size of the award based on the proportion of the vesting period which has elapsed by the date of the corporate event.

Awards may also vest on the same basis if a demerger is proposed which, in the opinion of the Committee, would affect the market price of Shares to a material extent.

On reorganisation or takeover the Committee may determine that awards will be replaced by equivalent new awards over shares in a new holding company or acquiring company.

Malus and Clawback

Malus and clawback provisions have been included in the rules of the RSP, and provide the Committee with the discretion to recover the value of awards granted to participants in certain circumstances. Malus and clawback, may be applied where:

- the accounts used to assess the level of grant are materially corrected;
- the Committee forms the view that in assessing the extent to which any condition to the vesting of an award has been satisfied, such assessment was based on an error;
- the Committee becomes aware of an act or omission committed by the participant which the Committee reasonably believes could have justified dismissal on the grounds of misconduct; or
- the participant has contributed to reputational or potential reputational damage to any Group Company.

In such circumstances, the Committee has the discretion to:

- negatively adjust awards before they have vested;
- negatively adjust other outstanding awards (including by way of forfeiture) to account for clawback on already vested awards; and
- require participants to return shares and / or repay the equivalent value of those shares to the company after they have been transferred to the participant.

Variation of Share Capital

In the event of any variation of the company's share capital, or in the event of a demerger, payment of a special dividend or similar event which materially affects the market price of the Shares, awards may be adjusted as appropriate.

Participants' Rights

Awards will not confer shareholder rights on participants until they have vested and participants have received their Shares.

Rights Attaching to Shares

Any Shares allotted in satisfaction of an award will rank equally with all other Shares then in issue (except for rights arising by reference to a record date prior to their allotment).

Alterations

The Committee may, at any time, amend the rules of the RSP in any respect, provided that the prior approval of shareholders is obtained for any amendments that are to the advantage of participants in respect of the rules governing eligibility, limits on participation, the overall limits on the issue of Shares or the transfer of treasury shares, the basis for determining a participant's entitlement to, and the terms of, the Shares or cash to be acquired/received and the adjustment of awards.

The requirement to obtain the prior approval of shareholders will not, however, apply to minor alterations made to benefit the administration of the RSP, to take account of a change in legislation or to obtain or maintain favourable tax, exchange control or regulatory treatment for participants or for any company in the Johnson Matthey group.

Overseas Plans

The board may at any time without further shareholder formality establish further plans in overseas territories, any such plan to be no more favourable than the RSP, but modified to take account of local tax, exchange control or securities laws, provided that any Shares made available under such further plans are treated as counting against the limits on individual and overall participation in the RSP.



JM Johnson Matthey
Inspiring science, enhancing life

Johnson Matthey Public Limited Company
Registered office: 5th Floor, 25 Farringdon Street, London EC4A 4AB
Registered in England No: 33774