



Remuneration Arrangements – Bill Sandford

The following information is provided in accordance with section 430(2B) of the Companies Act 2006.

Bill Sandford retired from the board of Johnson Matthey Plc on 9th October 2013. Mr Sandford received no remuneration or loss of office payments on leaving other than accrued monthly salary and pension supplement. The remuneration receivable by Mr Sandford following his retirement is as follows:

Annual Bonus

Subject to the performance conditions of the annual bonus plan being met, Mr Sandford will receive a bonus for the year ended 31st March 2014 on the normal bonus award date in 2014, such bonus will be pro-rated by service up to his retirement date. The maximum level of bonus possible (after pro-rata adjustment) will be 66.2% of salary. In accordance with the rules of the plan, a proportion of the bonus will be awarded as shares which will be deferred for a period of three years.

Mr Sandford was awarded 2,968 deferred shares under the annual bonus plan in 2012. These will be released to him on the normal release date in 2015. No bonus was paid in 2013 and so there are no deferred shares in respect of this year.

Long Term Incentive Plan (LTIP)

Shares allocated to Mr Sandford in July 2011 and July 2012 under the Johnson Matthey LTIP will be released to him on the normal vesting dates in 2014 and 2015 respectively. The number of shares under these awards was, on leaving, pro-rated to 21,411 and 11,895 shares based on his completed service since the start of the performance period and the final vesting will be determined by reference to the achievement of the performance conditions.

No LTIP award was made to Mr Sandford in 2013.

Post-retirement Medical Insurance

Under the terms of his contract, Mr Sandford is entitled to continuing private medical insurance for himself and his spouse.

Johnson Matthey Plc
12th March 2014