



Remuneration Arrangements – Den Jones

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

Den Jones stepped down from the Board of Johnson Matthey at the Company's Annual General Meeting on 20th July 2016 and left the Company on 31st July 2016. In accordance with Mr Jones' Service Agreement and the Company's Remuneration Policy, Mr Jones is receiving his pay in lieu of notice on a monthly basis up until 2nd March 2017. The amounts payable include his monthly salary, car allowance and pension cash supplement. If Mr Jones commences alternative employment, these monthly instalments shall be reduced (if appropriate to nil) by the amount of his gross earnings from his alternative employment.

The remuneration payable to Mr Jones following his departure is as follows:

Annual Bonus

Subject to the performance conditions of the annual bonus plan being met, Mr Jones will receive a bonus for the year ended 31st March 2017 on the normal bonus award date in 2017. The pro-rated maximum level of bonus possible will be 50% of annual base 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 Jones was awarded 4,864 shares under the deferred bonus plan in 2015 and 2,002 shares under the deferred bonus plan in 2016. These shares will be released to him on the normal release dates in 2018 and 2019 respectively. Dividend equivalent shares will accrue on these awards, and if awarded, on the 2017 deferred bonus award during the relevant vesting period.

Long Term Incentive Plan (LTIP)

Shares allocated to Mr Jones in August 2014 and August 2015 under the LTIP will be released to him in three equal tranches on the executive release dates in August 2017, August 2018 and August 2019 for the 2014 allocation and August 2018, August 2019 and August 2020 for the 2015 allocation.

The 2014 and 2015 awards will be pro-rated to 20,128 and 11,746 shares based on his completed service since the start of the relevant performance period. In all cases, final vesting will be determined by reference to the achievement of the relevant performance conditions.

Dividend equivalent shares will accrue on the 2015 LTIP allocation between the first and last executive release dates.

Medical Insurance & Other

Mr Jones will receive continued private medical insurance coverage up until 31st December 2016 and thereafter a payment equal to the monthly insurance premiums payable by the company for Mr Jones' medical insurance will be paid in cash up until 2nd March 2017.

On leaving Johnson Matthey, Mr Jones received a lump sum payment equal to the value of his accrued but untaken holiday plus an amount equal to the insurance premiums payable by the company to provide life and income protection insurance for the period up to 2nd March 2017.

No other remuneration or loss of office payments will be received by Mr Jones.