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## Remuneration Arrangements – Larry Pentz

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

Larry Pentz retired from the Board of Johnson Matthey Plc on 31st March 2016. On leaving Johnson Matthey, Mr Pentz received his accrued monthly salary and pension cash supplement plus a payment in respect of accrued but untaken holiday. In addition, Johnson Matthey will continue to pay for Mr Pentz' UK accommodation up until he repatriates to the US in May 2016 and for the relocation of his belongings from the UK to the USA plus limited tax support services. No other remuneration or loss of office payments will be received by Mr Pentz.

The remuneration payable to Mr Pentz following his retirement is as follows:

### Annual Bonus

Subject to the performance conditions of the annual bonus plan being met, Mr Pentz will receive a bonus for the year ended 31st March 2016 on the normal bonus award date in 2016. The maximum level of bonus possible will be 150% 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 Pentz was awarded 2,421 shares under the deferred bonus plan in 2014 and 5,618 shares under the deferred bonus plan in 2015. These shares will be released to him on the normal release dates in 2017 and 2018 respectively.

Dividend equivalent shares will accrue on the 2015, and if awarded, 2016 deferred bonus awards during the relevant vesting period.

### Long Term Incentive Plan (LTIP)

Shares allocated to Mr Pentz in August 2013 under the LTIP will be released to him on the normal vesting date in 2016, subject to the performance conditions being met. Shares allocated to Mr Pentz 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 2013 allocation of 23,468 shares will not be pro-rated as Mr Pentz will have been employed for the entire performance period. However, the 2014 and 2015 awards will be pro-rated to 16,772 and 8,561 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.

No LTIP award will be made to Mr Pentz in 2016.

#### **Post-retirement Medical Insurance**

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