



Remuneration Arrangements – Neil Carson

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

Neil Carson will retire from the board of Johnson Matthey Plc on 30th September 2014. Mr Carson will receive no remuneration or loss of office payments on leaving other than accrued monthly salary and pension supplement. The remuneration payable to Mr Carson following his retirement is as follows:

Annual Bonus

Subject to the performance conditions of the annual bonus plan being met, Mr Carson will receive a bonus for the year ended 31st March 2015 on the normal bonus award date in 2015, such bonus will be pro-rated for service up to his retirement date. The maximum level of bonus possible (after pro-rata adjustment) will be 90% 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 Carson was awarded 12,902 shares under the deferred 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 is no deferred bonus award in respect of this year. Mr Carson was awarded 9,538 shares under the deferred bonus plan in 2014. These will be released to him on the normal release date in 2017.

Long Term Incentive Plan (LTIP)

Shares allocated to Mr Carson in July 2012 and August 2013 under the LTIP will be released to him on the normal vesting dates in 2015 and 2016 respectively. The number of shares under these awards will be pro-rated on leaving to 52,252 and 28,178 shares based on his completed service since the start of the performance

period and final vesting will be determined by reference to the achievement of the performance conditions.

No LTIP award will be made to Mr Carson in 2014.

Post-retirement Medical Insurance

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

Johnson Matthey Plc

4 August 2014