



# Johnson Matthey

**Johnson Matthey Plc Annual General Meeting held on Wednesday 25 July 2012**

**Poll Results**

**and**

**Share Capital Changes following Share Consolidation**

Johnson Matthey Plc (the "Company") announces that at today's Annual General Meeting all resolutions were passed on a poll. The result of the poll is set out below:

| RESOLUTION  | For         | For (%)* | Against   | Against (%)* | Votes Total | % of Issued Share Capital | Votes Withheld** |
|---|-------------|----------|-----------|--------------|-------------|---------------------------|------------------|
| 1. To receive the Company's accounts for the year ended 31 March 2012       | 153,465,348 | 99.73%   | 413,266   | 0.27%        | 153,878,614 | 71.68%                    | 130,320          |
| 2. To receive and approve the Directors' Remuneration Report                | 149,479,470 | 98.93%   | 1,614,509 | 1.07%        | 151,093,979 | 70.38%                    | 2,912,416        |
| 3. To declare a final dividend of 40 pence per share on the ordinary shares | 153,802,926 | 99.95%   | 73,685    | 0.05%        | 153,876,611 | 71.68%                    | 131,611          |
| 4. To re-elect Mr TEP Stevenson as a director of the Company                | 146,594,088 | 95.28%   | 7,261,457 | 4.72%        | 153,855,545 | 71.67%                    | 153,389          |
| 5. To re-elect Mr NAP Carson as a director of the Company                   | 147,538,766 | 95.90%   | 6,314,004 | 4.10%        | 153,852,770 | 71.67%                    | 156,164          |
| 6. To re-elect Mr AM Ferguson as a director of the Company                  | 148,170,272 | 96.30%   | 5,685,290 | 3.70%        | 153,855,562 | 71.67%                    | 153,372          |
| 7. To re-elect Mr RJ MacLeod as a director of the Company                   | 147,538,001 | 95.89%   | 6,317,819 | 4.11%        | 153,855,820 | 71.67%                    | 153,114          |
| 8. To re-elect Mr LC Pentz as a director of the Company                     | 147,535,992 | 95.89%   | 6,319,928 | 4.11%        | 153,855,920 | 71.67%                    | 153,014          |
| 9. To re-elect Mr MJ Roney as a director of the Company                     | 146,605,671 | 96.11%   | 5,936,713 | 3.89%        | 152,542,384 | 71.06%                    | 1,466,549        |
| 10. To re-elect Mr WF Sandford as a director of the Company                 | 147,540,825 | 95.89%   | 6,316,183 | 4.11%        | 153,857,008 | 71.67%                    | 151,926          |
| 11. To re-elect Mrs DC Thompson as a director of the Company                | 148,035,828 | 96.22%   | 5,821,182 | 3.78%        | 153,857,010 | 71.67%                    | 151,924          |
| 12. To re-appoint KPMG Audit Plc as auditor for the forthcoming year        | 153,541,716 | 99.79%   | 326,582   | 0.21%        | 153,868,298 | 71.67%                    | 136,924          |
| 13. To authorise the directors to determine the remuneration of the auditor | 153,697,824 | 99.89%   | 172,195   | 0.11%        | 153,870,019 | 71.68%                    | 137,565          |

|  |             |        |           |       |             |        |           |
|--|-------------|--------|-----------|-------|-------------|--------|-----------|
| 14. To authorise the Company and its subsidiaries to make political donations and incur political expenditure within certain limits          | 152,450,646 | 99.08% | 1,415,738 | 0.92% | 153,866,384 | 71.67% | 141,838   |
| 15. To authorise the directors to allot shares   | 142,140,864 | 94.71% | 7,942,442 | 5.29% | 150,083,306 | 69.91% | 3,925,627 |
| 16. To declare a special dividend of 100 pence per share on the ordinary shares and to approve a consolidation of the ordinary share capital | 153,706,436 | 99.89% | 161,626   | 0.11% | 153,868,062 | 71.67% | 138,334   |
| 17. To disapply the pre-emption rights attaching to shares   | 153,326,747 | 99.85% | 228,454   | 0.15% | 153,555,201 | 71.53% | 453,733   |
| 18. To authorise the Company to make market purchases of its own shares  | 153,759,891 | 99.93% | 101,840   | 0.07% | 153,861,731 | 71.67% | 145,692   |
| 19. To authorise the Company to call general meetings other than annual general meetings on not less than 14 clear days' notice              | 145,078,139 | 94.29% | 8,790,530 | 5.71% | 153,868,669 | 71.67% | 139,553   |

\* Figures shown are percentages of total votes cast excluding votes withheld.

\*\* A vote withheld is not a vote in law and is not counted in the calculation of the proportion of votes for or against a resolution.

In accordance with LR 9.6.2, copies of the resolutions passed as special business have been forwarded to the FSA for publication through the Document Viewing Facility and will be accessible via the National Storage Mechanism website (<http://www.morningstar.co.uk/uk/NSM>).

### **Final Dividend, Special Dividend and Share Consolidation**

As reported above, at today's Annual General Meeting, shareholders declared the final dividend of 40 pence per share and the special dividend of 100 pence per share and voted in favour of the share consolidation. The share consolidation will replace every 22 Existing Ordinary Shares of 100 pence each with 21 New Ordinary Shares of 104<sup>16</sup>/<sub>21</sub> pence each and will take effect at 8.00 am on 6 August 2012, conditional upon admission of the New Ordinary Shares to the Official List of the UK Listing Authority and to trading on the London Stock Exchange becoming effective.

### **Treasury Shares**

As a result of the share consolidation taking place, there will be a fraction of 0.2273 of a Treasury Share in issue. This will be cancelled on 6 August 2012 following the effective time of the share consolidation.

The total number of Treasury Shares held by the Company following the share consolidation and the cancellation of the fraction of a share will be 5,725,246 New Ordinary Shares.

### **Allotment of One New Ordinary Share**

Following the share consolidation taking place, one New Ordinary Share will be allotted. This will be allotted on 6 August 2012 following the effective time of the share consolidation.

### **Issued Share Capital and Total Voting Rights**

Following the share consolidation, the cancellation of the fraction of a share and the allotment of a New Ordinary Share, the total issued share capital of the Company will be 210,642,995 New Ordinary Shares of 104<sup>16</sup>/<sub>21</sub> pence each.

Excluding Treasury Shares, the total issued share capital of the Company will be 204,917,749 New Ordinary Shares of 104<sup>16</sup>/<sub>21</sub> pence each. The total number of voting rights will be 204,917,749.

The timetable in relation to dividends and the share consolidation is as follows:

|  | <b>2012</b>         |
|--|---------------------|
| Existing Ordinary Shares marked ex-entitlement to the Final Dividend   | 1 August            |
| Record Date for entitlement to the Final Dividend, the Special Dividend and for the Share Consolidation  | 5.00 pm on 3 August |
| Existing Ordinary Shares marked ex-entitlement to the Special Dividend   | 6 August            |
| Effective time and date of the Share Consolidation and date CREST accounts credited with New Ordinary Shares   | 8.00 am on 6 August |
| Commencement of dealings in New Ordinary Shares  | 8.00 am on 6 August |
| Fraction of treasury share to be cancelled and extra New Ordinary Share allotted   | 6 August            |
| Payment (where applicable) of fractional entitlements* by cheque or CREST payment, despatch (where applicable) of certificates for New Ordinary Shares | 17 August           |
| Payment of Final Dividend and Special Dividend by cheque or BACS   | 17 August           |

\* Individual entitlements of less than £3.00 will be not be paid to shareholders and instead will be retained by the Company.

For further information please contact Angela Purtill, Deputy Company Secretary on +44 (0)20 7269 8461.

**END**