



Wednesday 17th July 2019 at 11.00 am

The Institution of Civil Engineers
One Great George Street
Westminster
London
SW1P 3AA

2019 Notice of Annual General Meeting



Johnson Matthey
Inspiring science, enhancing life

THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about its contents, or the action you should take, you are recommended to seek your own independent financial advice from your stockbroker, bank manager, solicitor, accountant or other independent professional adviser authorised pursuant to the Financial Services and Markets Act 2000.

If you have sold or otherwise transferred all your shares in Johnson Matthey Public Limited Company (Johnson Matthey Plc or the company) you should pass this document and the accompanying documents to the purchaser or transferee, or to the person through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

This document should be read as a whole. Your attention is drawn to the letter from the Chairman of Johnson Matthey Plc which is set out on pages 1 to 3 of this circular and which recommends that you vote in favour of the resolutions to be proposed at the Annual General Meeting.

Annual General Meeting 2019 Venue

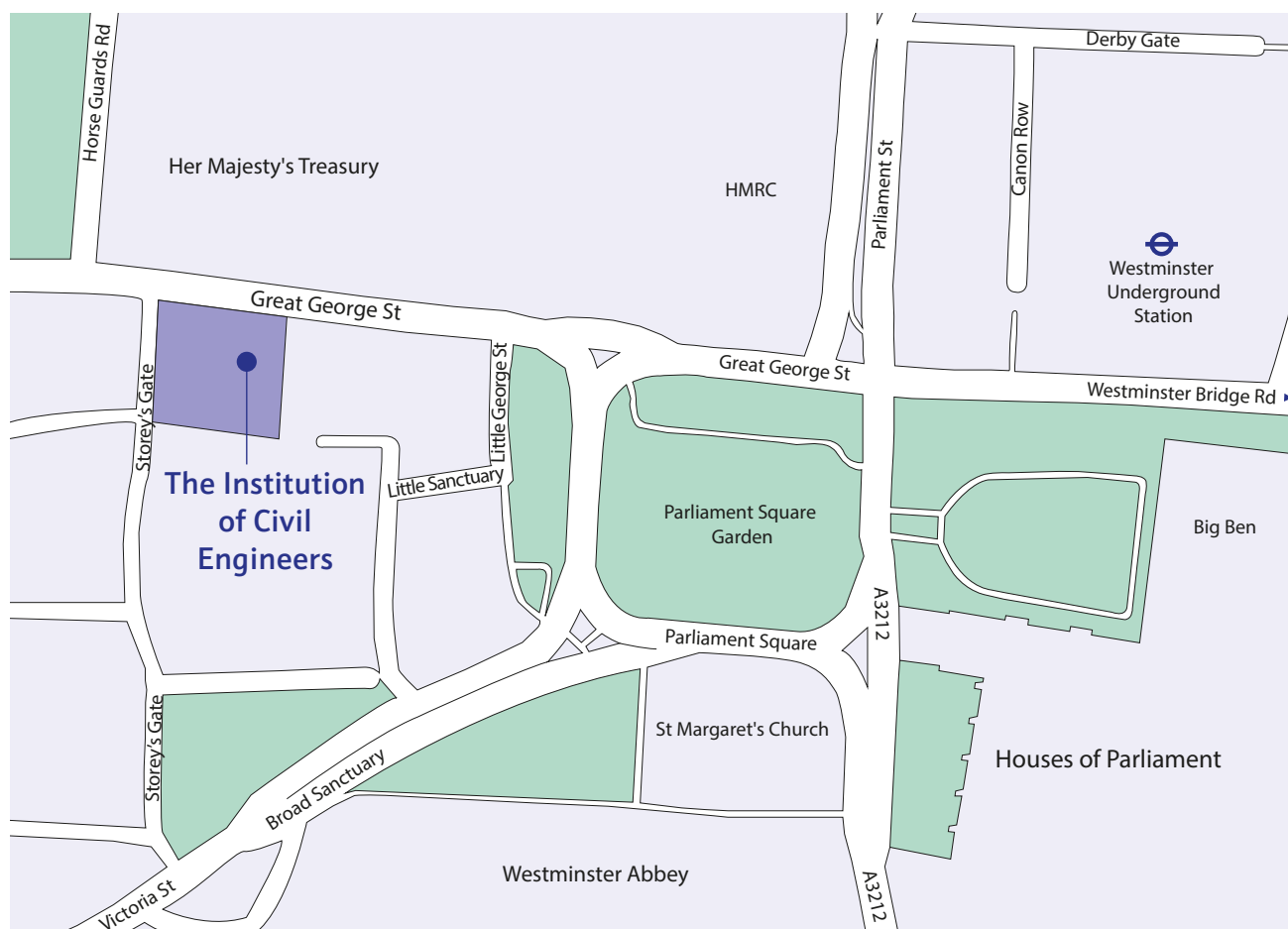
The Institution of Civil Engineers

One Great George Street

Westminster

London

SW1P 3AA



Letter from the Chairman

Johnson Matthey Plc
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London EC4A 4AB
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Patrick Thomas
Chairman

14th June 2019

Dear Shareholder

2019 Annual General Meeting

I am pleased to invite you to the 2019 Annual General Meeting (the AGM) of Johnson Matthey Plc (the company) which will be held on **Wednesday 17th July 2019 at 11.00 am**. The AGM will be held at **The Institution of Civil Engineers, One Great George Street, Westminster, London, SW1P 3AA**. The formal AGM notice is set out on pages 6 to 8 of this circular.

Your participation in our AGM is important to us. If you are unable to attend the meeting you can appoint a proxy to exercise all or any of your rights to attend, vote and speak at the AGM, either by completing and returning a Form of Proxy or by registering your proxy electronically. You will, however, need to do this as soon as possible as all proxy instructions must be received by Equiniti, our registrar, by **11.00 am on Monday 15th July 2019**. Further details relating to proxy appointments are set out in notes 2 to 5 on pages 9 and 10 of this circular.

The following paragraphs provide an explanation of the resolutions to be considered at the AGM. Resolutions 1 to 16 will be proposed as Ordinary Resolutions. Resolutions 17 to 21 will be proposed as Special Resolutions.

Resolution 1 – Annual report and accounts

Under Resolution 1, the company's annual accounts for the year ended 31st March 2019, together with the strategic report, the directors' report and the auditor's report (the 2019 Annual Report and Accounts), are approved. As a shareholder, you will have received the 2019 Annual Report and Accounts either as a hard copy or via our website (www.matthey.com). Further copies will be available at the AGM.

Resolutions 2 – Directors' remuneration report

Resolution 2 seeks approval for the directors' remuneration report for the year ended 31st March 2019, excluding the part of the report which sets out the remuneration policy. This resolution is advisory in nature and, as such, it does not affect the actual remuneration paid to any individual director. The directors' remuneration report is set out in the 2019 Annual Report and Accounts on pages 132 to 150.

At our 2017 Annual General Meeting (2017 AGM), the directors' remuneration policy was approved by shareholders (the Approved Policy). The Approved Policy is set out in the remuneration report for reference purposes only. There are no proposed changes to the Approved Policy.

Resolution 3 – Final dividend declaration

The board recommends a final dividend for the year ended 31st March 2019 of 62.25 pence per ordinary share of 110 4953 pence each (Ordinary Share) which, if approved, will be paid on 6th August 2019 to all ordinary shareholders on the register at the close of business on 7th June 2019.

Resolutions 4 to 12 – Election and re-election of directors

At the AGM we will continue our practice of requiring all directors to retire annually and to offer themselves for election or re-election as appropriate. Resolution 4 deals with the election of Xiaozhi Liu who, in accordance with the company's Articles of Association, is retiring and offering herself for election.

Xiaozhi Liu was appointed to the board as an independent Non-Executive Director on 2nd April 2019. Xiaozhi is the Founder and Chief Executive Officer of ASL Automobile & Technology Co., Ltd, a consulting and business development company focusing on automotive innovation and technology commercialisation, particularly for the Chinese market. She also holds non-executive director positions at a global automotive safety supplier from Sweden, an automotive glass manufacturing company from China, and a multinational drink and brewing holdings company. In addition to her extensive knowledge on new auto trends and battery materials, she brings strong experience of the Chinese markets.

As announced on 1st April 2019, Odile Desforges will be retiring from the board with effect from the close of the AGM and therefore will not offer herself for re-election.

All other directors will retire and offer themselves for re-election. This is dealt with in resolutions 5 to 12.

We have six Non-Executive Directors, all of whom are determined by the board to be independent directors in accordance with the criteria set out in the UK Corporate Governance Code (the Code). The board considers that their skills, experience, independence and knowledge of the company enable them to discharge their respective duties and responsibilities effectively. Biographical details of each of the directors standing for election or re-election can be found on pages 4 and 5 of this circular, together with reasons why their contributions are, and continue to be, important to the company's long term success. The board confirms, following formal performance evaluation (as referred to on page 115 of the 2019 Annual Report and Accounts), that the Non-Executive Directors' performance continues to be effective and that they continue to demonstrate commitment to their roles.

Letter from the Chairman continued

Resolutions 13 and 14 – Auditor and auditor's remuneration

Resolution 13 seeks approval for the re-appointment of PricewaterhouseCoopers LLP (PwC) as the company's auditor until the conclusion of the next general meeting at which accounts are laid before the company. Resolution 14 seeks authorisation for the Audit Committee of the board to determine the auditor's remuneration.

During the year, the Audit Committee undertook a review of PwC's independence and objectivity and of the effectiveness of the audit process, following which the Audit Committee recommended the re-appointment of PwC to the board, for the board to put to the shareholders for approval.

Resolution 15 – Political donations

The Companies Act 2006 (the 2006 Act) prohibits political donations by the company and its subsidiaries to any political parties, other political organisations or independent election candidates or the incurring by the company and its subsidiaries of political expenditure unless authorised by shareholders in advance. Although during the year the company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so, the legislation is capable of wide interpretation and may catch such activities as sponsorship, subscriptions, payment of expenses, paid leave for employees fulfilling public duties and support for bodies representing the business community in policy review.

To avoid inadvertently contravening the 2006 Act, the board is proposing Resolution 15 to renew the authority granted by shareholders at our 2018 Annual General Meeting (2018 AGM). The proposed authority is subject to an overall aggregate limit on donations and expenditure of £50,000 and will cover the period from the date Resolution 15 is passed until 31st July 2020 or, if sooner, the conclusion of our Annual General Meeting in 2020 (2020 AGM). As permitted under the 2006 Act, Resolution 15 extends to political donations made, or political expenditure incurred, by any subsidiary of the company.

Resolution 16 – Authority to allot shares

Resolution 16 seeks a renewal of the directors' authority to allot shares. At our 2018 AGM, the directors were given authority to allot up to two-thirds of the company's then issued ordinary share capital (excluding treasury shares). This authority expires at the end of this AGM.

The Investment Association's (IA) guidelines on directors' authority to allot shares state that IA members will regard as routine resolutions seeking an authority to allot shares representing up to two-thirds of a company's issued share capital provided that any amount in excess of one-third of the company's issued share capital is applied to fully pre-emptive rights issues only.

In light of these guidelines, the board considers it appropriate that the directors, like last year, be granted authority to allot shares representing up to two-thirds of the company's issued share capital. Therefore, the board is seeking a renewal of the authority to allot up to a maximum nominal amount of £143,117,363, being 129,022,287 Ordinary Shares. This represents two-thirds of the company's issued ordinary share capital (excluding treasury shares) (Issued Share Capital) as at 3rd June 2019, being the latest practicable date prior to publication of this circular (Latest Practicable Date).

In accordance with the IA guidelines, an aggregate nominal amount of £71,558,681, being 64,511,143 Ordinary Shares, representing one-third of the company's Issued Share Capital as at the Latest Practicable Date can only be allotted pursuant to a fully pre-emptive rights issue. This authority will expire at the conclusion of our 2020 AGM or, if earlier, on 17th October 2020.

The directors have no present intention of exercising this authority but consider it prudent to obtain the flexibility that this authority provides.

As at the Latest Practicable Date, the company held 5,407,176 treasury shares, which represented 2.79% of the company's Issued Share Capital as at that date.

Resolutions 17 and 18 – Disapplication of pre-emption rights

Under section 561 of the 2006 Act, if the directors wish to allot shares for cash (other than in connection with an employees' share scheme) they must, in the first instance, offer them to existing shareholders in proportion to their holdings (a pre-emptive offer). However, in accordance with sections 570 and 573 of the 2006 Act, Resolutions 17 and 18 will allow the directors to allot equity securities for cash pursuant to the authority granted under Resolution 16, or by way of a sale of treasury shares, without complying with the pre-emption rights in the 2006 Act in certain circumstances.

The authority sought in Resolution 17 is limited to:

- a) equity securities up to an aggregate nominal amount of £71,558,681, being 64,511,143 Ordinary Shares, representing one-third of the company's Issued Share Capital as at the Latest Practicable Date, in connection with a fully pre-emptive rights issue, open offer or other offer to existing shareholders in proportion to their existing holdings; and additional equity securities up to a maximum nominal amount of £71,558,681, being 64,511,143 Ordinary Shares, representing a further one-third of the company's Issued Share Capital as at the Latest Practicable Date, in the case of a fully pre-emptive rights issue only; and
- b) equity securities up to an aggregate nominal amount of £10,733,802 being 9,676,671 Ordinary Shares, representing approximately 5% of the company's Issued Share Capital as at the Latest Practicable Date, otherwise than in connection with a pre-emptive offer to existing shareholders.

Resolution 18 will permit the directors to allot additional equity securities for cash up to an aggregate nominal value of £10,733,802 (being 9,676,671 Ordinary Shares) representing approximately a further 5% of the Issued Share Capital as at the Latest Practicable Date. Such shares may only be allotted otherwise than in connection with a pre-emptive offer to existing shareholders where the allotment is to finance an acquisition or capital investment or refinance a transaction of that nature entered into in the previous six months.

This disapplication authority is in line with institutional shareholder guidance and in particular with the Pre-Emption Group's Statement of Principles (the Pre-emption Principles). The Pre-emption Principles allow the authority for an issue of shares for cash otherwise than in connection with a pre-emptive offer to be increased from 5% to 10% of the company's issued share capital, provided that the additional 5% authority is used only in connection with an acquisition or specified capital investment.

The authority contained in Resolutions 17 and 18 will expire at the conclusion of the 2020 AGM or, if earlier, on 17th October 2020.

The directors have no present intention of exercising this authority but consider it appropriate to obtain the flexibility that this authority in Resolutions 17 and 18 provides.

In accordance with the Pre-emption Principles, the directors confirm their intention not to issue more than 7.5% of the company's Issued Share Capital for cash other than to existing shareholders in any rolling three-year period without prior consultation with shareholders.

Resolution 19 – Purchase of own shares

Resolution 19 seeks a renewal of the authority granted to the directors at the 2018 AGM for the company to make purchases of its own Ordinary Shares through the market as permitted by the 2006 Act. The renewed authority will expire at the conclusion of the 2020 AGM or, if earlier, on 17th October 2020. The maximum aggregate number of Ordinary Shares which may be purchased would be 19,353,343 which represents approximately 10% of the Issued Share Capital as at the Latest Practicable Date. The authority also sets out minimum and maximum prices that may be paid for an Ordinary Share.

Listed companies purchasing their own shares are allowed to hold them in treasury as an alternative to cancelling them. It is the company's present intention that any shares purchased under the authority sought by Resolution 19 would be held by the company as treasury shares. Any such shares held in treasury for the purpose of the company's employee share schemes would count towards the limits in such schemes. However, in order to respond properly to the company's capital requirements and prevailing market conditions, the directors will need to reassess at the time of any and each actual purchase whether to hold the shares in treasury or cancel them, provided it is permitted to do so. No dividends are paid on shares whilst held in treasury and no voting rights are attached to treasury shares.

The directors have no present intention of exercising the authority to purchase the company's Ordinary Shares but will keep the matter under review, taking into account the financial resources of the company, the company's share price and future funding opportunities. The directors would only exercise the authority sought by Resolution 19 in circumstances where they believed that to do so would result in an increase in earnings per share and be in the interests of shareholders generally. Any purchases of Ordinary Shares would be by means of market purchases through the London Stock Exchange.

Resolution 20 – Notice period for general meetings

The minimum notice period for listed companies calling general meetings under the 2006 Act is 21 clear days, being working and non-working days but excluding the date on which notice is given and the date of the meeting. Companies may reduce this to 14 clear days (other than for annual general meetings) provided that two conditions are met. The first condition is that the company offers a facility for shareholders to vote by electronic means. This condition is met if the company offers a facility, accessible to all shareholders, to appoint a proxy by means of a website. As described in notes 3 and 4 on page 9 of this circular, the company has arrangements in place for electronic proxy appointment. The second condition is that there is an annual resolution of shareholders approving the reduction of the minimum notice period from 21 days to 14 days.

The board is therefore seeking to renew the authority granted at the 2018 AGM to allow the company to hold general meetings (other than annual general meetings) on not less than 14 clear days' notice. The approval, if granted, will be effective until the 2020 AGM, when it is intended that the approval be renewed. The board confirms that it will give as much notice as practicable when calling a general meeting, that it would generally give a minimum of 14 business days' notice when calling a general meeting in accordance with the Code, and that it does not intend to use this authority as routine. The board will consider on a case by case basis whether the use of the flexibility offered by the shorter notice period is merited, taking into account the circumstances, and would only use the shorter notice period if it were thought to be to the advantage of shareholders as a whole.

Resolution 21 – Adopt new Articles of Association

Resolution 21 is a special resolution to adopt new Articles of Association (the New Articles) in order to bring them in line with best practice. A summary of the proposed amendments to the Company's current Articles of Association (the Current Articles) can be found in Appendix A to this circular. A copy of the Company's Current Articles, and a copy to show the differences between those and the New Articles proposed by Resolution 21, will be available for inspection from the date of this circular and up to the time of the AGM at the registered office of the company during usual business hours and at the place of the AGM from 10.00 am until the close of the meeting. The New Articles and the Current Articles marked up to show the changes are also available at www.matthey.com.

Action to be taken

You are requested either to:

- complete and return a Form of Proxy – this must be returned to Equiniti as soon as possible and, in any event, so as to arrive **not later than 11.00 am on Monday 15th July 2019**; or
- register the appointment of a proxy electronically by logging onto Equiniti's website at www.sharevote.co.uk. Your electronic proxy appointment must be received by Equiniti **not later than 11.00 am on Monday 15th July 2019**.

Proxy voting in respect of uncertificated shares may also be registered through CREST – see note 4 on page 9 of this circular.

Shareholders who return a Form of Proxy or who submit an electronic proxy instruction will still be able to attend and vote at the AGM if they so wish.

Recommendation

The board considers that the above resolutions are likely to promote the success of the company and are in the best interests of the shareholders and the company as a whole. The directors unanimously recommend that you vote in favour of them, as they intend to do in respect of their own beneficial holdings of shares in the company.

Yours faithfully



Patrick Thomas
Chairman

Directors' biographies

One team

An experienced team delivering our strategic vision.



Patrick Thomas – Chairman

Appointed to board: June 2018

Experience and reasons for re-election

Between 2015 and May 2018 Patrick was Chief Executive Officer and Chairman of the Board of Management of Covestro AG. Between 2007 and 2015 he was also Chief Executive Officer of its predecessor, Bayer MaterialScience, prior to its demerger from Bayer AG. He is a fellow of the Royal Academy of Engineering.

Patrick has deep experience of leading international specialty chemical businesses. He also brings a track record of driving growth through science and innovation across global markets. Patrick was appointed to the board following a detailed process, involving all board members. His performance was reviewed by the other Non-Executive Directors.

Other Current Appointments

Non-Executive Director at Akzo Nobel N.V and Aliaxis S.A. and a member of the advisory board of Deutsche-Africa Linien Hamburg, and a Council Member of Gerson Lehrman Group Network.

International Experience

Belgium, Germany, UK

Sector Experience

Automotive, Chemicals, Manufacturing, Oil and Gas, Pharmaceuticals, Technology



Robert MacLeod – Chief Executive

Appointed to board: June 2009

Experience and reasons for re-election

Robert was appointed as Chief Executive in June 2014. He joined Johnson Matthey as Group Finance Director in 2009. Previously he was Group Finance Director of WS Atkins plc and a Non-Executive Director at Aggreko plc. He is a Chartered Accountant with a degree in Chemical Engineering.

Having been with JM for 10 years and as Chief Executive for 5 years, Robert has a proven track record of delivering success and driving change for the organisation. He has strong experience across JM, its culture and its markets and as Chief Executive, has led our Health and New Markets teams. Robert's performance has been reviewed by the Remuneration Committee.

Other Current Appointments

Non-Executive Director at RELX PLC.

International Experience

UK, US

Sector Experience

Chemicals, Oil and Gas, Professional Services



Anna Manz – Chief Financial Officer

Appointed to board: October 2016

Experience and reasons for re-election

Anna joined Johnson Matthey as Chief Financial Officer in October 2016. Previously she was Group Strategy Director and a member of the Executive Committee at Diageo plc. During 17 years at Diageo, Anna held a series of senior roles, including Finance Director Spirits North America, Group Treasurer and Finance Director Asia Pacific. Anna is a qualified management accountant with a degree in Chemistry.

Anna has strong credentials in financial leadership and brings international experience and deep commercial awareness to the board. She also leads the group's activities in respect of our risks and controls and has been at the centre of the work to drive efficiency and effectiveness across our business. Her performance has been reviewed by the Remuneration Committee.

Other Current Appointments

Non-Executive Director at ITV plc.

International Experience

China, India, Ireland, Kenya, Korea, Nigeria, Singapore, UK, US

Sector Experience

Chemicals, Consumer, Media



Alan Ferguson – Senior Independent Director

Appointed to board: January 2011

Experience and reasons for re-election

Alan was appointed a Non-Executive Director in January 2011 and as Senior Independent Director in July 2014. Previously he was Chief Financial Officer and a Director of Lonmin Plc. Prior to this he was Group Finance Director of The BOC Group plc. Before joining BOC, he worked for Inchcape plc for 22 years and was Group Finance Director from 1999 until 2005. From 2011 to 2018 he was a Non-Executive Director and Chairman of the Audit Committee at The Weir Group PLC. He is a Chartered Accountant and sits on the Business Policy Panel of the Institute of Chartered Accountants of Scotland.

Alan brings recent and relevant financial experience to the board, making him ideally suited to chairing the Audit Committee and acting as its financial expert. He also brings experience of the precious metals and automotive sectors.

Other Current Appointments

Non-Executive Director of AngloGold Ashanti Limited. Non-Executive Director, Chairman of the Audit Committee and Senior Independent Director at Croda International Plc and Marshall Motor Holdings plc.

International Experience

South Africa, UK

Sector Experience

Automotive, Chemicals, Manufacturing, Metals and Mining



John Walker – Sector Chief Executive, Clean Air

Appointed to board: October 2013

Experience and reasons for re-election

John joined Johnson Matthey in 1984 and was appointed Division Director, Emission Control Technologies in 2009 after holding a series of positions within the division in the US, Asia and Europe. He was appointed Executive Director, Emission Control Technologies in October 2013 (subsequently renamed Clean Air Sector in April 2017).

John therefore has a wealth of experience and knowledge of the automotive market as well as the wider JM group. He also brings broad international experience to the board, from a variety of geographies. John's performance was reviewed by the Remuneration Committee.

International Experience

Australia, China, France, Germany, India, Japan, Malaysia, UK, US

Sector Experience

Automotive, Chemicals, Manufacturing



Xiaozhi Liu – Non-Executive Director

Appointed to board: April 2019

Experience and reasons for election

Xiaozhi is the founder and Chief Executive of ASL Automobile Science & Technology, a position she has held since 2009. She is also a Non-Executive Director of Autoliv Inc, an automotive safety supplier, and Fuyao Glass Industry Group Co., Ltd, a glass manufacturing company in China.

Xiaozhi has deep knowledge and perspective on technology driven businesses in China and globally, and brings strong experience of the automotive sector, particularly in China, as well as in Europe and the US.

Other Current Appointments

Chief Executive of ASL Automobile Science & Technology, Non-Executive Director of Autoliv Inc, Fuyao Glass Industry Group Co, Ltd and InBev SA/NV.

International Experience

China, Sweden, US

Sector Experience

Automotive, Battery Technologies



John O'Higgins – Non-Executive Director

Appointed to board: November 2017

Experience and reasons for re-election

John was previously Chief Executive of Spectris plc, a position he held from January 2006 to September 2018. Prior to this he worked for Honeywell in a number of management roles, including as president of automation and control solutions, Asia Pacific. He began his career as a design engineer at Daimler-Benz in Stuttgart. Between 2010 and 2015, John was a Non-Executive Director of Exite Technologies Inc.

John brings extensive business and industrial experience to the board, including experience of battery technologies. He has a track record of portfolio analysis and realignment, driving growth both organically and through mergers and acquisitions, as well as improving operational efficiencies.

Other Current Appointments

Havelock Acquisitions Limited, Trustee of the Wincott Foundation.

International Experience

Belgium, China, Germany, UK, US

Sector Experience

Automotive, Chemicals, Energy, Manufacturing, Oil and Gas, Technology



Chris Mottershead – Non-Executive Director

Appointed to board: January 2015

Experience and reasons for re-election

Chris is Senior Vice President of Quality, Strategy and Innovation at Kings College London and Director of Kings College London Business Limited. Prior to joining King's College in 2009, Chris had a 30 year career at BP, most recently as Global Advisor on Energy Security and Climate Change. Before this, he was Technology Vice President for BP's Global Gas, Power and Renewables businesses. He is a Chartered Engineer and Fellow of the Royal Society of Arts.

Chris brings a wealth of relevant industrial and academic knowledge to the board, as well as experience in energy technology and related global sustainability issues. As Chair of the Remuneration Committee, Chris is a sounding board for JM's Human Resources function.

Other Current Appointments

Non-Executive Director of The Carbon Trust and TEDI London.

International Experience

UK, US

Sector Experience

Energy, Oil and Gas, Technology



Jane Griffiths – Non-Executive Director

Appointed to board: January 2017

Experience and reasons for re-election

Jane is currently Global Head of Actelion, a Janssen pharmaceutical company of Johnson & Johnson (J&J). Since joining J&J in 1982 Jane's roles have included international and affiliate strategic marketing, sales management, product management, general management and clinical research. Jane is Director and Chair of the J&J Corporate Citizenship Trust in EMEA, and a sponsor of the J&J Women's Leadership Initiative.

Jane brings significant experience and understanding of the management of global strategy to the board, particularly across the pharmaceutical sector, together with a strong interest in diversity.

Other Current Appointments

Director of Johnson & Johnson Innovation Limited.

International Experience

Africa, Europe, Middle East, UK

Sector Experience

Pharmaceuticals

Key

C Chairman of the Committee

N Member of the Nomination Committee

A Member of the Audit Committee

R Member of the Remuneration Committee

Notice of Annual General Meeting

Notice is hereby given that the one hundred and twenty-eighth Annual General Meeting of Johnson Matthey Public Limited Company (the company) will be held at The Institution of Civil Engineers, One Great George Street, Westminster, London, SW1P 3AA on Wednesday 17th July 2019 at 11.00 am to consider and, if thought fit, to pass Resolutions 1 to 16 as Ordinary Resolutions and Resolutions 17 to 21 as Special Resolutions:

Ordinary Resolutions

Annual report and accounts

1. That the company's annual accounts for the year ended 31st March 2019 together with the strategic report, directors' report and the auditor's report thereon be received.

Remuneration report

2. That the directors' remuneration report for the year ended 31st March 2019, other than the part containing the directors' remuneration policy, as set out on pages 135 to 142 of the 2019 Annual Report and Accounts, be approved.

Final dividend

3. That a final dividend of 62.25 pence per ordinary share in respect of the year ended 31st March 2019 be declared and payable to members on the register at the close of business on 7th June 2019.

Directors

4. That Ms X Liu be elected a director of the company.
5. That Mr AM Ferguson be re-elected a director of the company.
6. That Dr JV Griffiths be re-elected a director of the company.
7. That Mr RJ MacLeod be re-elected a director of the company.
8. That Mrs AO Manz be re-elected a director of the company.
9. That Mr CJ Mottershead be re-elected a director of the company.
10. That Mr J O'Higgins be re-elected a director of the company.
11. That Mr P Thomas be re-elected as a director of the company.
12. That Mr JF Walker be re-elected a director of the company.

Auditor

13. That PricewaterhouseCoopers LLP be re-appointed as auditor of the company to hold office from the conclusion of this meeting until the conclusion of the next general meeting at which accounts are laid before the company.
14. That the Audit Committee of the board be authorised to determine the remuneration of the auditor.

Political donations

15. That in accordance with sections 366 and 367 of the Companies Act 2006 (the 2006 Act), the company and all companies which are subsidiaries of the company during the period when this Resolution 15 has effect be generally and unconditionally authorised in aggregate to:
 - a) make political donations to political parties or independent election candidates not exceeding £50,000 in total;
 - b) make political donations to political organisations other than political parties not exceeding £50,000 in total; and
 - c) incur political expenditure not exceeding £50,000 in total,

(as such terms are defined in the 2006 Act) during the period beginning on the date of the passing of this Resolution 15 and ending on 31st July 2020 or, if sooner, the conclusion of the next annual general meeting of the company after the passing of this Resolution 15, provided that the combined aggregate amount of donations made and expenditure incurred pursuant to this authority shall not exceed £50,000 and that the authorised sums referred to in paragraphs (a), (b) and (c) above may be comprised of one or more amounts in different currencies which, for the purposes of calculating the said sums, shall be converted into pounds sterling at the exchange rate published in the London edition of the Financial Times on the date on which the relevant donation is made or expenditure incurred (or the first business day thereafter) or, if earlier, on the day on which the company enters into any contract or undertaking in relation to the same.

Authority to allot shares

16. That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 2006 Act) to exercise all the powers of the company to allot shares in the company and to grant rights to subscribe for, or to convert any security into, shares in the company (Rights):

- (a) up to an aggregate nominal amount of £71,558,681; and
- (b) up to a further aggregate nominal amount of £71,558,681 provided that (i) they are equity securities (within the meaning of section 560(1) of the 2006 Act) and (ii) they are offered by way of a rights issue in favour of the holders of ordinary shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter, provided that this authority shall expire at the conclusion of the next annual general meeting of the company after the passing of this Resolution 16 or, if earlier, on 17th October 2020, save that the company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not expired; and all unexercised authorities previously granted to the directors to allot shares and grant Rights be and are hereby revoked.

Special Resolutions

Authority to disapply pre-emption rights

17. That, subject to the passing of Resolution 16, the directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the 2006 Act) to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash either pursuant to the authority conferred by Resolution 16 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of Resolution 16 by way of a rights issue only) in favour of the holders of ordinary shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment to any person or persons of equity securities, otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £10,733,802,

and this power shall expire upon the expiry of the general authority conferred by Resolution 16, save that the company shall be entitled to make offers or agreements before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if this authority had not expired.

Notice of Annual General Meeting continued

18. That, subject to the passing of Resolution 16 and in addition to the power conferred by Resolution 17, the directors be and they are hereby empowered pursuant to section 570 and section 573 of the Companies Act 2006 (the 2006 Act) to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash either pursuant to the authority conferred by Resolution 16 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment provided that this power shall be:

- (a) limited to the allotment to any person or persons of equity securities up to an aggregate nominal amount of £10,733,802; and
- (b) used only for the purposes of financing (or refinancing, if the authority is to be used within six months after the original transaction) a transaction which the directors determine to be an acquisition or other capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights by the Pre-Emption Group (as at the date of this notice),

and shall expire upon the expiry of the general authority conferred by Resolution 16 above, save that the company shall be entitled to make offers or agreements before the expiry of such power which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreement as if the power conferred hereby had not expired.

Authority to purchase own shares

19. That the company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) of its own ordinary shares on such terms and in such manner as the directors may from time to time determine, provided that:

- (a) the maximum aggregate number of ordinary shares hereby authorised to be purchased is 19,353,343 (representing approximately 10% of the company's issued ordinary share capital, excluding treasury shares);
- (b) the minimum price which may be paid for an ordinary share is 110 ⁴⁹/₁₀₀ pence (excluding expenses);
- (c) the maximum price (excluding expenses) which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share in the company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and

(d) unless previously renewed, revoked or varied by the company in general meeting, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the company after the passing of this Resolution 19 or, if earlier, on 17th October 2020, but a contract or contracts of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.

Notice period for general meetings, other than annual general meetings

20. That a general meeting of the company other than an annual general meeting may be called on not less than 14 clear days' notice.

Amendment to Articles of Association

21. That, with effect from the conclusion of the Annual General Meeting, the Articles of Association produced to the meeting and, for the purposes of identification, initialled by the Chairman, be adopted as the Articles of Association of the company in substitution for, and to the exclusion of, the existing Articles of Association.

By order of the Board:



Simon Farrant
Company Secretary

14th June 2019

Johnson Matthey Public Limited Company
Registered Number: 33774

Registered Office:
5th Floor, 25 Farringdon Street,
London EC4A 4AB

Important notes

1 Voting at the meeting

Voting on all resolutions set out in the Notice of Annual General Meeting will be conducted on a poll rather than on a show of hands. We consider this better reflects the voting results of members by ensuring that all votes, whether cast in person at the meeting or through proxies by all those unable to attend the meeting, are included in the result. Poll voting will be carried out by electronic means and the voting procedure will be explained at the meeting.

2 Appointment of proxies

A member entitled to attend and vote at the meeting convened by the Notice of Annual General Meeting is entitled to appoint a proxy to exercise all or any of his or her rights to attend and to speak and vote on his or her behalf at the meeting. A member may appoint more than one proxy in relation to the meeting provided that each proxy is appointed to exercise the rights attached to a different share or shares held by that member.

A proxy does not need to be a member of the company but must attend the Annual General Meeting to represent you. Your proxy could be the Chairman, another director of the company or another person who has agreed to represent you. Your proxy must vote as you instruct and must attend the meeting for your vote to be counted. Appointing a proxy does not preclude you from attending the Annual General Meeting and voting in person.

To be valid, an appointment of proxy must be done either by returning a Form of Proxy or by one of the electronic methods described in notes 3 and 4 below.

To be effective, a Form of Proxy must be lodged at the offices of the company's registrar, Equiniti, in accordance with the instruction provided thereon, so as to be received not later than 11.00 am on Monday 15th July 2019.

A Form of Proxy which may be used to make this appointment and give proxy instructions accompanies the Notice of Annual General Meeting. Details of how to appoint a proxy are set out in the notes to the Form of Proxy. If you do not have a Form of Proxy and believe that you should have one, or if you require additional forms, please contact Equiniti by post (Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA) or by telephone (0371 384 2344 if you are calling from the UK (lines are open from 8.30 am to 5.30 pm Monday to Friday excluding public holidays in England and Wales) or +44 (0) 121 415 7047 if you are calling from outside the UK). As an alternative to completing a hard copy Form of Proxy, proxies may be appointed electronically in accordance with notes 3 and 4 below.

3 Electronic proxy appointment via Equiniti's website

Members who prefer to register the appointment of their proxy electronically via the internet can do so through Equiniti's website at www.sharevote.co.uk. Full details of the procedure are given on the website. The Voting ID, Task ID and Shareholder Reference Number printed on the Form of Proxy will be required in order to use this electronic proxy appointment system. Alternatively, members who have already registered with Equiniti's online portfolio service, Shareview, can appoint their proxy electronically by logging onto their portfolio at www.shareview.co.uk and clicking on the 'Vote Online' link. The on-screen instructions give details of how to complete the proxy appointment process. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 11.00 am on Monday 15th July 2019.

4 Electronic proxy appointment through CREST

CREST members who wish to appoint a proxy or proxies by utilising the CREST electronic proxy appointment service may do so by following the procedures described in the CREST Manual on the Euroclear website (www.euroclear.com). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.

In order for a proxy appointment or instruction made by means of CREST to be valid, the appropriate CREST message (a CREST Proxy Instruction) must be properly authenticated in accordance with Euroclear UK & Ireland's (EUI) specifications and must contain the information required for such appointment or instruction, as described in the CREST Manual. The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Equiniti (ID RA19) not later than 11.00 am on Monday 15th July 2019. For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time any change of instructions to proxies appointed through CREST should be communicated to the appointee through other means. The company may treat as invalid a CREST Proxy Instruction in the circumstances set out in regulation 35(5)(a) of the Uncertificated Securities Regulations 2001.

Important notes continued

CREST members and, where applicable, their CREST sponsors or voting service providers should note that EUI does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure that his or her CREST sponsor or voting service provider(s) take(s)) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In this connection, CREST members and, where applicable, their CREST sponsors or voting service providers, are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings.

5 Changing proxy instructions

To change your proxy instructions you may return a new proxy appointment using the methods set out above. Where you have appointed a proxy using the Form of Proxy and would like to change the instructions using another Form of Proxy, please contact Equiniti by post (Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA) or by telephone (0371 384 2344 if you are calling from the UK (lines are open from 8.30 am to 5.30 pm Monday to Friday excluding public holidays in England and Wales) or +44 (0)121 415 7047 if you are calling from outside the UK). The deadline for receipt of proxy appointments (see note 2 on page 9) also applies in relation to amended instructions. Where two or more valid separate appointments of proxy are received in respect of the same share in respect of the same meeting, those received last by Equiniti will take precedence.

6 Virus protection

Please note that the company takes all reasonable precautions to ensure no viruses are present in any electronic communication it sends out but the company cannot accept responsibility for loss or damage arising from the opening or use of any e-mail or attachments from the company and recommends that shareholders subject all messages to virus checking procedures prior to use. Any electronic communication received by the company, including the lodgement of an electronic proxy form, that is found to contain any virus will not be accepted.

7 Nominated persons

A copy of this Notice of Annual General Meeting has been sent for information only to persons who have been nominated by a member to enjoy information rights under section 146 of the Companies Act 2006 (the 2006 Act) (Nominated Persons). The statement of rights of members in relation to the appointment of proxies in note 2 does not apply to Nominated Persons. The rights described in that paragraph can only be exercised by members of the company. Nominated Persons may have a right under an agreement with the registered member who holds the shares on their behalf to be appointed (or to have someone else appointed) as a proxy. Alternatively, if Nominated Persons do not have such a right, or do not wish to exercise it, they may have a right under such an agreement to give instructions to the person holding the shares as to the exercise of voting rights.

8 Entitlement to attend and vote

To be entitled to attend and vote in person or by proxy at the Annual General Meeting, members must be registered in the company's register of members at 6.30 pm on Monday 15th July 2019 or, if the meeting is adjourned, members entered on the company's register of members at 6.30 pm on the date two days prior to the adjourned meeting shall be entitled to attend and vote at the meeting in respect of the number of shares registered in their name at that time. Changes to entries on the register of members after 6.30 pm on Monday 15th July 2019 (or after 6.30 pm on the date two days prior to any adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting.

9 Total voting rights

As at 3rd June 2019, being the latest practicable date prior to publication of this Notice of Annual General Meeting, the company's issued share capital (excluding treasury shares) consisted of 193,533,430 ordinary shares, carrying one vote each. The company holds 5,407,176 ordinary shares in treasury and is not permitted to exercise voting rights in respect of those shares. Therefore, the total number of voting rights of the company as at 3rd June 2019 was 193,533,430.

10 Corporate representatives

A member of the company which is a corporation may authorise a person or persons to act as its representative(s) at the Annual General Meeting. In accordance with the provisions of the 2006 Act, each such representative may exercise (on behalf of the corporation) the same powers as the corporation could exercise if it were an individual member of the company, provided that they do not do so in relation to the same shares. It is no longer necessary to nominate a designated corporate representative.

11 Right to ask questions

Under section 319A of the 2006 Act, the company must cause to be answered at the meeting any question relating to the business being dealt with at the meeting which is put by a member attending the meeting unless one of the following applies:

- answering the question would interfere unduly with the preparation of the meeting or involve the disclosure of confidential information;
- the answer has already been given on a website in the form of an answer to a question; or
- it is undesirable in the interests of the company or the good order of the meeting that the question be answered.

12 Documents available for inspection

The following documents are available for inspection at the registered office of the company during normal business hours:

- the contracts of service of the Executive Directors with the company;
- the Non-Executive Directors' letters of appointment;
- the deeds of indemnity in favour of the directors;
- the current Articles of Association; and
- the proposed Articles of Association, marked up to show the proposed changes.

The above documents will also be available for inspection at The Institution of Civil Engineers, One Great George Street, Westminster, London, SW1P 3AA from 10.00 am on Wednesday 17th July 2019 until the conclusion of the meeting.

13 Availability of information on website

A copy of this Notice of Annual General Meeting, details of the total number of shares in respect of which members are entitled to exercise voting rights at the meeting, details of the totals of the voting rights that members are entitled to exercise at the meeting and, if applicable, any members' statements, members' resolutions or members' matters of business received by the company after the date of this notice will be available on the company's website: www.matthey.com.

14 Website publication of audit concerns

Under section 527 of the 2006 Act members meeting the threshold requirements set out in that section have the right to require the company to publish a statement on its website setting out any matter that the members propose to raise at the meeting relating to (a) the audit of the company's accounts (including the auditor's report and the conduct of the audit) that are to be laid before the meeting or (b) any circumstances connected with an auditor of the company ceasing to hold office since the last annual general meeting. The company cannot require the members requesting the publication to pay its expenses. Any statement placed on the website must also be sent to the company's auditor no later than the time it makes its statement available on the website. The business which may be dealt with at the meeting includes any statement that the company has been required to publish on its website.

15 Communication with the company

You may not use any electronic address provided in the Notice of Annual General Meeting to communicate with the company for any purposes other than those expressly stated.

Explanatory summary of principal proposed amendments to the current Articles of Association

It is proposed that the company's current Articles of Association (Current Articles) be amended. The principal proposed amendments to the Current Articles are summarised below. References below to Article numbers are to the Current Articles as amended (New Articles) unless otherwise stated. The New Articles also include a range of other minor modernising technical and clarificatory amendments which are not set out below. Both the Current Articles and the New Articles are available on our website: www.matthey.com.

1. Share Certificates (Article 12)

The addition of a new provision to confirm that share certificates sent by the company are sent at the shareholder's risk.

2. Disclosure of interests (Article 38)

The New Articles include changes in respect of the powers of the company relating to notices served under section 793 of the Companies Act 2006 that require the disclosure of details of interests in shares in the company.

One of the amendments clarifies that the sanctions applicable to a shareholder that does not disclose their interests in the company's shares (following a request from the company) relate to attending meetings and voting only. Further, the definition of what constitutes a default in supplying the information requested by the company is stated in the New Articles to include the company knowing, or having reasonable cause to believe, that the information provided is false or materially incorrect.

3. Untraced members (Article 39)

Amendments to provide the company with greater flexibility when dealing with the shares of untraced shareholders. The amendments include the replacement of the requirement to place notices of the proposed sale in newspapers with requirements for the company to instead use reasonable steps to trace the shareholder, including sending a final notice to the last known address of the shareholder, before deciding whether to sell the shares.

As under the Current Articles, the New Articles allow the company to sell the shares of shareholders who have been untraced for a period of 12 years or more. Whilst the Current Articles provide that the company will be indebted to the shareholder for the proceeds of such sale, the New Articles treat such proceeds as immediately forfeited following such sale.

4. Postponement of a general meeting (Article 44)

The addition of a new Article to provide the company with flexibility in the event it becomes necessary to postpone a general meeting. This means that if it is not possible or practical to hold a general meeting on the date, time or place stated in the notice of meeting, the directors can postpone the meeting and change the date, time or place of meeting.

5. Forms of general meetings (Article 45)

The New Articles give the directors power to convene a general meeting which is a hybrid meeting, that is to provide facilities for shareholders to attend a meeting which is being held at a physical location by electronic means as well (but not to convene purely electronic meetings). The New Articles set out how the other provisions of the articles apply in those circumstances, in particular the need to provide details of the facilities for the electronic meeting, the powers of directors to make arrangements for participation at such meetings and that all resolutions put to members at the meeting are decided on a poll.

The board does not have any current intention to adopt hybrid meetings but believe it is appropriate to allow the board greater flexibility to align with technological advances and changes in investor sentiment and market practice.

6. Appointment of proxies (Article 71)

Amendment to state that where two or more valid appointments of proxy are received in relation to the same share and the same meeting, the last proxy received (rather than the last one sent, as per the Current Articles) shall be the one treated as revoking or replacing the other.

7. Annual retirement of directors (Article 83)

In order to reflect the requirements of the 2018 UK Corporate Governance Code, the New Articles require that all directors be subject to annual re-election by the shareholders (save for any director appointed by the board between the notice of meeting being sent out and the meeting). Johnson Matthey has followed, and will continue to follow this practice.

8. Dividend payment procedure (Article 116)

Amendment to reflect the Companies Act 2006 model articles which were updated in 2013 by the Mental Health (Discrimination) Act. This means that a director's appointment does not automatically cease by reason of a court ordering that person to be prevented from exercising their powers by reason of their mental health.

9. Dividend payment procedure (Article 117)

Whilst the Current Articles permit the payment of dividends by electronic means, the New Articles allow the directors to determine how dividends are paid to shareholders, which method shall be the default method for paying dividends and whether shareholders may (or may not) make an election for a distribution channel other than the default.

The board has no current plans to change the payment arrangements but believes it is important that the company is able to cater for new developments and changes in practice, including considering the efficiency and costs saving that would flow from a change to electronic only payment.

The New Articles provide that all methods of payment are sent at the risk of the person entitled to such money.

10. Right to cease sending payment (Article 118)

Amendments to include updated provisions regarding the company's right to cease to pay dividends to members and now includes the addition that the company may cease payment if the recipient has not provided the details necessary to make a payment.

11. Forfeiture of unclaimed dividends (Article 120)

Amendment to paragraph 1 to provide that any unclaimed dividends are automatically forfeited after 12 years unless the directors decide otherwise. Previously the directors were required to decide whether or not to forfeit dividends.

The New Articles also provide that, if the company sells the shares of an untraced shareholder, then any dividend or other money unclaimed in respect of those shares at the time of the sale will be forfeited.

12. Scrip dividends (Article 121)

In line with the new institutional investor guidance, the New Articles provide that a resolution to authorise a scrip dividend can only be for a maximum three year period, instead of the existing five year period.

13. Authentication of documents (Article 140)

The addition of a new Article to provide an express confirmation of the ability to authenticate documents which have been certified by an officer of the company.

14. Change of name (Article 142)

The New Articles, in line with the Companies Act 2006 provide that the company is permitted to change its name by ordinary director resolution in addition to by special resolution of the shareholders. The company has no current intention to change its name.



www.matthey.com



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JM **Johnson Matthey**
Inspiring science, enhancing life