THIS DOCUMENT AND THE ACCOMPANYING DOCUMENTS ARE IMPORTANT AND REQUIRE YOUR IMMEDIATE ATTENTION

If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice from your stockbroker, bank manager, solicitor, accountant or other appropriate independent financial adviser who is duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom, or from another appropriately authorised independent financial adviser, if you are in a territory outside the United Kingdom.

This document comprises a circular that has been prepared in accordance with the Listing Rules.

If you sell or transfer, or have sold or otherwise transferred, all of your Ordinary Shares, please forward this document, together with the accompanying documents, as soon as possible to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected for delivery to the purchaser or transferee. However, such documents should not be forwarded, distributed or transmitted in, into or from any jurisdiction where to do so would violate the laws of that jurisdiction. Any person (including, without limitation, custodians, nominees, and trustees) who may have a contractual or legal obligation or may otherwise intend to forward this document to any jurisdiction outside the United Kingdom should seek appropriate advice before taking any such action. If you sell or transfer, or have sold or otherwise transferred, only part of your holding of Ordinary Shares, please consult with the bank, stockbroker or other agent through whom the sale or transfer was effected as to the action you should take.

The distribution of this document and any accompanying documents in or into jurisdictions other than the United Kingdom may be restricted by local law and therefore persons into whose possession this document and any accompanying documents come should inform themselves about and observe such restrictions. Any failure to comply with these restrictions may constitute a violation of the securities laws of any such jurisdiction.

This document is not a prospectus or prospectus equivalent document and it does not constitute or form part of any offer or invitation to purchase, acquire, subscribe for, sell, dispose of or issue, or any solicitation of any offer to purchase, acquire, subscribe for, sell or dispose of, any security.

The New Ordinary Shares formed as a result of the Share Consolidation (referred to below) have not been, and will not be, registered under the US Securities Act of 1933 (as amended, the "**Securities Act**"), or under the securities laws of any state or other jurisdiction of the United States and such New Ordinary Shares may not be offered, sold or resold in the United States unless registered under the Securities Act or in a transaction exempt from, or not subject to, the registration requirements of the Securities Act, and in compliance with applicable securities laws of any state or other jurisdiction.

Neither the New Ordinary Shares nor this document have been approved, disapproved or otherwise recommended by any US federal or state securities commission nor have such authorities confirmed the accuracy or determined the adequacy of this document. Any representation to the contrary is a criminal offence in the United States.

Applications will be made to the FCA and the London Stock Exchange for the New Ordinary Shares resulting from the proposed Share Consolidation to be admitted to the Official List and to trading on the London Stock Exchange's Main Market for listed securities in place of the Existing Ordinary Shares. It is expected that dealings in the Existing Ordinary Shares will continue until 4.30 p.m. on Friday 14 August 2026 and that Admission of the New Ordinary Shares will become effective and dealings in them for normal settlement will commence on the London Stock Exchange at 8.00 a.m. on Monday 17 August 2026.

JM Johnson Matthey

Johnson Matthey Plc

(incorporated in England and Wales with registered number 00033774)

Legal Entity Identifier number: 2138001AVBSD1HSC6Z10

ISIN: GB00BZ4BQC70

Proposed Special Dividend of 476.5 pence per Existing Ordinary Share

and 3 for 4 Share Consolidation

Circular to Shareholders

and

Notice of General Meeting

Tuesday 11 August 2026 at 9.00 a.m.

This document should be read as a whole. Your attention is drawn to the letter from the Chair of Johnson Matthey Plc (the "**Company**") which is set out in Part I (*Letter from the Chair*) and which contains the unanimous recommendation from the Board that you vote in favour of the Resolutions to be proposed at the General Meeting referred to below.

Notice of the General Meeting to be held at Herbert Smith Freehills Kramer, Exchange House, Primrose Street, London EC2A 2EG on Tuesday 11 August 2026 at 9.00 a.m. is set out at the end of this document.

Whether or not you intend to attend the General Meeting, you can still vote by visiting www.shareview.co.uk and clicking on the 'Vote Online' link where you can vote electronically by appointing a proxy so as to be received not later than 9.00 a.m. on Friday 7 August 2026 (or, in the case of an adjournment, not less than 48 hours, ignoring any part of a day that is not a working day, before the time fixed for the holding of the adjourned meeting). You will need to create an online portfolio using your Shareholder Reference Number and follow the on-screen instructions. Alternatively, Shareholders can request a hard copy of the Form of Proxy from the Registrar, Equiniti, by post (Equiniti, Highdown House, Yeoman Way, Worthing, BN99 6DA) or by telephone on +44 (0)371 384 2050. Calls are charged at the standard geographic rate and will vary by provider. Calls outside the United Kingdom will be charged at the applicable international rate. The helpline is open between 8.30 a.m. and 5.30 p.m. (UK time), Monday to Friday excluding public holidays in England and Wales. If calling from outside the UK, please ensure the country code is used. It is important that you complete, sign and return a Form of Proxy in accordance with the instructions printed on it. To be valid, the Form of Proxy must be lodged with the Registrar by no later than 9.00 a.m. on Friday 7 August 2026. See the notes to the Notice of General Meeting for more information relating to proxy appointments.

Citigroup Global Markets Limited ("**Citi**") which is authorised in the UK by the Prudential Regulation Authority and regulated in the UK by the FCA and the Prudential Regulation Authority, is acting as financial adviser and corporate broker for the Company and for no one else in connection with the Special Dividend and Share Consolidation and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Citi nor for providing advice in connection with the Special Dividend or Share Consolidation, or any other matters referred to in this document. Neither Citi nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether directly or indirectly, consequential, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Citi in connection with this document, any statement contained herein, the Special Dividend or the Share Consolidation or otherwise. Citi has given and not withdrawn its written consent to the inclusion of its name in the form and context in which it appears in this Circular.

Deutsche Bank AG is a stock corporation (*Aktiengesellschaft*) incorporated under the laws of the Federal Republic of Germany with its principal office in Frankfurt am Main. It is registered with the local district court (*Amtsgericht*) in Frankfurt am Main under No HRB 30000 and licensed to carry on banking business and to provide financial services. The London branch of Deutsche Bank AG ("**Deutsche Numis**") is registered as a branch office in the register of companies for England and Wales at Companies House (branch registration number BR000005) with its registered branch office address and principal place of business at 21, Moorfields, London EC2Y 9DB. Deutsche Bank AG is subject to supervision by the European Central Bank (ECB), Sonnemannstrasse 22, 60314 Frankfurt am Main, Germany, and the German Federal Financial Supervisory Authority (*Bundesanstalt für Finanzdienstleistungsaufsicht* or *BaFin*), Graurheindorfer Strasse 108, 53117 Bonn and Marie-Curie-Strasse 24-28, 60439 Frankfurt am Main, Germany. With respect to activities undertaken in the United Kingdom, Deutsche Bank AG is authorised by the Prudential Regulation Authority. It is subject to regulation by the Financial Conduct Authority and limited regulation by the Prudential Regulation Authority. Details about the extent of Deutsche Bank AG's authorisation and regulation by the Prudential Regulation Authority are available from Deutsche Bank AG on request.

Deutsche Numis is acting as financial adviser and corporate broker for the Company and for no one else in connection with the Special Dividend and Share Consolidation and will not be responsible to anyone other than the Company for providing the protections afforded to clients of Deutsche Numis nor for providing advice in connection with the Special Dividend or Share Consolidation. Neither Deutsche Numis nor any of its affiliates, directors or employees owes or accepts any duty, liability or responsibility whatsoever (whether directly or indirectly, consequential, whether in contract, in tort, under statute or otherwise) to any person who is not a client of Deutsche Numis in connection with this document, any statement contained herein, the Special Dividend or the Share Consolidation or otherwise. Deutsche

Numis has given and not withdrawn its written consent to the inclusion of its name in the form and context in which it appears in this Circular.

No person has been authorised to give any information or make any representations other than those contained in this document and, if given or made, such information or representations must not be relied on as having been so authorised. The delivery of this document shall not, under any circumstances, create any implication that there has been no change in the affairs of the Company since the date of this document or that the information in it is correct as at any subsequent time to its date.

THE CONTENTS OF THIS DOCUMENT OR ANY SUBSEQUENT COMMUNICATION FROM JOHNSON MATTHEY PLC OR ANY OF ITS RESPECTIVE AFFILIATES, OFFICERS, DIRECTORS, EMPLOYEES OR AGENTS ARE NOT TO BE CONSTRUED AS LEGAL, FINANCIAL OR TAX ADVICE. EACH SHAREHOLDER SHOULD CONSULT HIS, HER OR ITS OWN SOLICITOR, INDEPENDENT FINANCIAL ADVISER OR TAX ADVISER FOR LEGAL, FINANCIAL OR TAX ADVICE.

Forward-looking statements

This document and any information incorporated by reference into this document contains statements which are, or may be deemed to be, "forward-looking statements" which are prospective in nature. All statements other than statements of historical fact are forward-looking statements. They are based on intentions, beliefs or current expectations and projections about future events, and concerning, among other things, the business, results of operations, prospects, growth and strategies of the Company and the Group, and are therefore subject to risks and uncertainties which could cause actual results to differ materially from the future results expressed or implied by the forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of forward-looking words such as "plans", "expects", "is expected", "is subject to", "budget", "scheduled", "estimates", "forecasts", "goals", "intends", "anticipates", "believes", "targets", "aims", "hopes", "continues" or "projects". Words or terms of similar substance or the negative thereof, are forward-looking statements, as well as variations of such words and phrases or statements that certain actions, events or results "may", "could", "should", "would", "might" or "will" be taken, occur or be achieved. Such statements are qualified in their entirety by the inherent risks and uncertainties surrounding future expectations.

Forward-looking statements include statements relating to: (a) future capital expenditures, expenses, revenues, earnings, economic performance, indebtedness, financial condition, dividend policy, losses and future prospects; (b) business and management strategies and the expansion and growth of the Company's or the Group's operations; and (c) the effects of economic conditions on the Company's or the Group's business.

Such forward-looking statements involve known and unknown risks and uncertainties that could significantly affect expected results and are based on certain key assumptions. Many factors may cause actual results, performance or achievements of the Company or the Group to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Important factors that could cause actual results, performance or achievements of the Company or the Group to differ materially from the expectations of the Company or the Group include, among other things, general political, business and economic conditions, industry and market trends, competition, changes in government and changes in law, regulation and policy, including in relation to taxation as well as political and economic uncertainty, stakeholder perception of the Company or the Group and/or the sectors or markets in which it operates. Such forward-looking statements should therefore be construed in light of such factors. Any information contained in this document on the price at which shares or other securities in the Company have been bought or sold in the past, or on the yield on such shares or other securities, should not be relied upon as a guide to future performance.

Neither the Company nor any of its directors, officers or advisers provides any representation, assurance or guarantee that the occurrence of the events expressed or implied in any forward-looking statements in this document will actually occur. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as at the date of this document.

Presentation of financial information

Percentages in tables may have been rounded and accordingly may not add up to 100 per cent.. Certain financial data have also been rounded. As a result of this rounding, the totals of data presented in this document may vary slightly from the actual arithmetic totals of such data.

All references in this document to "pence", "pounds sterling" or "£" are to the lawful currency of the United Kingdom.

No profit forecast or profit estimate

Unless otherwise stated within this document, no statement in this document is intended as a profit forecast or a profit estimate and no statement in this document should be interpreted to mean that earnings, earnings per share or income, for the Company or the Group, as appropriate, for the current or future financial years will necessarily match or exceed the historical published earnings, earnings per share or income for the Company or the Group, as appropriate.

Defined terms

Certain terms used in this document, including capitalised terms and certain technical and other items, have the meanings ascribed to them in Part III (*Definitions*) of this document.

This document is dated Monday 27 July 2026.

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EXPECTED TIMETABLE OF PRINCIPAL EVENTS

The times and dates set out in the timetable below and throughout this Circular that fall after the date of publication of this document are indicative only and based on the Company's current expectations and may be subject to change. Any changes will be notified to Shareholders by way of an announcement to the London Stock Exchange.

EVENTS (2026)	TIME AND/OR DATE
Publication and posting of this document, including the Notice of General Meeting	**7.00 a.m. on Monday 27 July**
Latest time and date for receipt of proxy appointments via Proxymity, Forms of Proxy, CREST Proxy instructions and electronic registrations of proxy appointment	9.00 a.m. on Friday 7 August
Record time and date for entitlement to vote at the General Meeting	6.30 p.m. on Friday 7 August
General Meeting	**9.00 a.m. on Tuesday 11 August**
Latest time and date for dealings in Existing Ordinary Shares	4.30 p.m. on Friday 14 August
Record time and date for participation in the Dividend Reinvestment Plan for the Special Dividend and deadline for receipt of DRIP elections for the Special Dividend	5.30 p.m. on Friday 14 August
Record time and date for entitlement to the Special Dividend and to determine the Existing Ordinary Shares subject to the Share Consolidation (Existing Ordinary Shares register closed and Existing Ordinary Shares disabled in CREST)	**6.00 p.m. on Friday 14 August**
Record time and date for entitlement to the Special Dividend for ADR Holders	5.00 p.m. (New York time) on Friday 14 August
Ordinary Shares (but not ADSs) marked ex-Special Dividend	**8.00 a.m. on Monday 17 August**
Effective time and date for the Share Consolidation	**8.00 a.m. on Monday 17 August**
Admission of the New Ordinary Shares	8.00 a.m. on Monday 17 August
Dealings in the New Ordinary Shares commence (after the Share Consolidation)	8.00 a.m. on Monday 17 August
CREST accounts credited with New Ordinary Shares (after the Share Consolidation)	On or shortly after 8.00 a.m. on Monday 17 August
Payment of the Special Dividend to Ordinary Shareholders	**Friday 28 August**
Payment in respect of Fractional Entitlements relating to the Share Consolidation of more than £5.00	Friday 28 August
Despatch of share certificates in respect of certificated New Ordinary Shares	Friday 28 August
DRIP purchase commences to acquire New Ordinary Shares	Friday 28 August
Payment of the Special Dividend to ADR Holders	Tuesday 8 September

ADSs marked ex-Special Dividend	9.00 a.m. (New York time) on Wednesday 9 September
ADS effective time and date for the Share Consolidation	9.00 a.m. (New York time) on Wednesday 9 September
Commencement of dealings in new ADSs	9.00 a.m. (New York time) on Wednesday 9 September
Credit of new ADSs to ADR Holders	On or shortly after 9.00 a.m. (New York time) on Wednesday 9 September

Notes:

(1) Unless otherwise stated, references to time in this timetable are to London time.

(2) The times and dates set out in the timetable above and throughout this Circular that fall after the date of publication of this Circular are indicative only and based on the Company's current expectations and may be subject to change without further notice.

(3) If the General Meeting is adjourned for any reason, the record date and time for voting at the adjourned meeting will be 48 hours (excluding non-Business Days) before the time set for the adjourned meeting.

PART I

LETTER FROM THE CHAIR

Johnson Matthey Plc ("Johnson Matthey" or the "Company")

(Incorporated and registered in England and Wales with company number 00033774)

Registered Office:
5th Floor, 2 Gresham Street
London
EC2V 7AD

Directors:
Andrew Cosslett, *Chair*
Liam Condon, *Chief Executive Officer*
Alastair Judge, *Chief Financial Officer*
Richard Pike, *Chief Operating Officer*
Julie Southern, *Senior Independent Non-Executive Director*
Rita Forst, *Non-Executive Director*
Xiaozhi Liu, *Non-Executive Director*
Sinead Lynch, *Non-Executive Director*
Joachim Rosenberg, *Non-Executive Director*
Doug Webb, *Non-Executive Director*

27 July 2026

Dear Shareholder,

Special dividend of 476.5 pence per Existing Ordinary Share, 3 for 4 Share Consolidation
and
Notice of General Meeting

1. Introduction

As announced on 22 May 2025, the Company entered into an agreement, as subsequently amended, for the sale of its Catalyst Technologies business to Honeywell Technologies at an enterprise value of £1.325 billion on a cash and debt-free basis (the "**Transaction**"). Following completion of the Transaction on 17 July 2026, the Board, having taken into account all relevant considerations, is pleased to confirm that it intends to return £1,000 million of the proceeds from the Transaction to Shareholders; approximately £800 million by way of a proposed special dividend of 476.5 pence for each Existing Ordinary Share held by Shareholders at the Record Time (the "**Special Dividend**") and approximately £200 million via an on-market share buyback programme.

To maintain comparability, so far as possible, of the Company's share price before and after the Special Dividend, it is proposed that the Special Dividend be accompanied by a consolidation and division of the Company's Ordinary Share capital resulting in Shareholders receiving 3 New Ordinary Shares for every 4 Existing Ordinary Shares that they hold (the "**Share Consolidation**"). As at the Latest Practicable Date and prior to the Share Consolidation, the number of Ordinary Shares in issue, excluding treasury shares, was 168,055,752. It is proposed that, immediately following the Share Consolidation, the number of Ordinary Shares in issue, excluding treasury shares, will be 126,041,814.

The Board has approved the Special Dividend and the Share Consolidation and the Company is now seeking approval from the Shareholders of the Special Dividend and the Share Consolidation (among other things) at a General Meeting. The purpose of this document is therefore to provide further details relating to, and to seek approval by the Shareholders of, the proposed Special Dividend and the related Share Consolidation, as well as to provide Shareholders with notice of a General Meeting at which certain other Resolutions will be considered and, if thought fit, passed to allow the Special Dividend and the Share Consolidation to proceed.

This document also explains why the Board considers the Special Dividend and the Share Consolidation to be in the best interests of Shareholders taken as a whole. **Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting, as each Director intends to do in respect of their own beneficial holdings, insofar as they are able to control or direct the exercise of voting rights attaching to the Ordinary Shares.**

Shareholders should read the whole of this document and not rely solely on the information summarised in this letter. Definitions for capitalised terms used in this letter and the rest of this document can be found in Part III (*Definitions*) of this document.

2. Special Dividend

As noted above, the Board is proposing to return approximately £800 million to Shareholders by way of the Special Dividend, representing 476.5 pence for each Existing Ordinary Share held by Shareholders at the Record Time.

The Board is proposing to pay the Special Dividend in pounds sterling to the Shareholders on the Company's register of members as at 6.00 p.m. on Friday 14 August 2026 (the "**Record Time**"). An equivalent amount in US dollars is expected to be paid to ADR Holders on the ADR register as at 5.00 p.m. (New York time) on Friday 14 August 2026 (being the close of business on the record date for the Special Dividend for the ADSs).

The Special Dividend is subject to Shareholder approval at the General Meeting. It is also conditional on: (i) the approval by Shareholders of the Share Consolidation; and (ii) Admission of the New Ordinary Shares taking place by or as soon as practicable after 8.00 a.m. on Monday 17 August 2026.

Assuming these conditions are satisfied, the Special Dividend is expected to be paid to Shareholders on Friday 28 August 2026 by reference to their holding of Ordinary Shares on the register of members of the Company at the Record Time. The ex-Special Dividend date for the Ordinary Shares is expected to be Monday 17 August 2026. In addition, cheques for the net dividend payment of an equivalent amount in respect of the Special Dividend in US dollars are expected to be despatched on or around Tuesday 8 September 2026 to ADR Holders by reference to their holding of ADSs on the ADR register as at 5.00 p.m. (New York time) on Friday 14 August 2026. Conversion of the amount of the Special Dividend from pounds sterling to US dollars will be in accordance with the Deposit Agreement.

Further details of the Special Dividend are set out in Part II (*Further details of the Special Dividend, the Share Consolidation and the additional Resolutions to be proposed at the General Meeting, and other matters*) of this document.

3. Share Consolidation

The aggregate amount of the Special Dividend is equivalent to approximately 24.6 per cent. of the market capitalisation of the Company as at the close of business on the Latest Practicable Date.

As is common for UK companies with shares admitted to listing and trading on the London Stock Exchange, when an amount representing a significant proportion of the market capitalisation of a company is returned to shareholders, the Board recommends that the Special Dividend be combined with an associated Share Consolidation. The effect of the Share Consolidation will be that every 4 Existing Ordinary Shares will be replaced by 3 New Ordinary Shares so as to reduce the number of shares in issue.

As all Ordinary Shareholdings in the Company will be consolidated, whilst each Shareholder will hold fewer Ordinary Shares, Shareholders will still hold the same proportion of the Company's issued share capital (subject to adjustment for any Fractional Entitlements which shall be dealt with in accordance with the process set out in Part II (*Further details of the Special Dividend, the Share Consolidation, and the additional Resolutions to be proposed at the General Meeting, and other matters*) of this document, and any subsequent participation in the DRIP). Similarly, although the nominal value of each Ordinary Share will change as a result of the Share Consolidation, the New Ordinary Shares will be equivalent in all respects to the Existing Ordinary Shares, including their dividend, voting and other rights and will be admitted to trading in the same way as the Existing Ordinary Shares. The New Ordinary Shares will however trade "ex entitlement" in relation to the Special Dividend, as the Record Time will occur while the Existing Ordinary Shares are in issue.

The Share Consolidation is subject to Shareholder approval at the General Meeting. It is also conditional on Admission of the New Ordinary Shares taking place by or as soon as practicable after 8.00 a.m. on Monday 17 August 2026.

Further details on the Share Consolidation are set out in Part II (*Further details of the Special Dividend, the Share Consolidation, and the additional Resolutions to be proposed at the General Meeting, and other matters*) of this document.

4. Fractional Entitlements

As a result of the Share Consolidation, any shareholding of Existing Ordinary Shares that is not exactly divisible by 4 will be rounded down to the nearest whole number of New Ordinary Shares, and the Shareholder in question will be left with an entitlement to a fraction of a New Ordinary Share (a "**Fractional Entitlement**"). If a Shareholder's holding comprises fewer than 4 Existing Ordinary Shares at the Record Time for the Share Consolidation, the shareholding will still be consolidated and will result in the Shareholder no longer being a member of the Company in relation to that holding.

Arrangements will be put in place for Fractional Entitlements arising from the Share Consolidation to be aggregated and sold in the market on behalf of Shareholders. The value of any one Shareholder's Fractional Entitlement will not exceed the value of one New Ordinary Share. Based on the market price of each Existing Ordinary Share of 1935 pence on the Latest Practicable Date, the proceeds from the sale of a Fractional Entitlement should be less than £14.51.

Proceeds of the aggregation and sale of Fractional Entitlements of £5.00 or less will be retained by the Company. Proceeds of Fractional Entitlements in excess of £5.00 (if any, noting that the proceeds from the sale of a Fractional Entitlement should be less than £14.51) will be paid to relevant Shareholders on or around Friday 28 August 2026 by CREST payment or by cheque. Shareholders will receive their Fractional Entitlement payment via their CREST accounts. Non-CREST Shareholders, regardless of whether they have an existing mandate to a bank or building society account, will receive a cheque for their Fractional Entitlement (where applicable).

In respect of ADR Holders, the Depositary shall aggregate any fractional ADSs and sell the aggregate fractional ADSs as soon as possible after the Share Consolidation effective date. The net proceeds received by the Depositary from the sale of such fractional ADSs (less any fees, charges and expenses owing pursuant to the Deposit Agreement) will, subject to the terms of the Deposit Agreement, be distributed by the Depositary to the ADR Holders entitled thereto.

Shareholders are advised that the Share Consolidation contemplated in this document may have different consequences for each Shareholder depending on the jurisdiction in which they reside and their other unique circumstances. Shareholders are accordingly advised to seek their own professional advice (including tax advice) in relation to matters contained in this document.

5. Effect of the Share Consolidation

Following the Share Consolidation and assuming that no further shares are issued or repurchased for cancellation between the date of this document and the Share Consolidation becoming effective (other than as required to ensure that the number of Existing Ordinary Shares is exactly divisible by 4), the Company's issued Ordinary Share capital is expected to comprise of 126,041,814 New Ordinary Shares.

For purely illustrative purposes, examples of the effects of the Special Dividend and the Share Consolidation in respect of certain holdings of Existing Ordinary Shares are set out below:

Existing Ordinary Shares	New Ordinary Shares	Special Dividend (£)
1	0	4.76
100	75	476.50
250	187	1,191.25
500	375	2,382.50
1000	750	4,765.00

These examples do not show Fractional Entitlements, which will be dealt with in accordance with the process described above. Note that any Shareholders holding one Existing Ordinary Share would be entitled to a fraction of a New Ordinary Share post-consolidation; however, as with all Fractional Entitlements, such Fractional Entitlement will be dealt with in accordance with the process described above. As a result, and as set out in the table above, any such Shareholders would no longer hold any Ordinary Shares in the Company following the Share Consolidation.

It is possible that Ordinary Shares may be issued pursuant to the Company's Share Plans between the date of this document and the record date for the Share Consolidation.

6. Rights attaching to the New Ordinary Shares

The rights attaching to each New Ordinary Share (including the rights in respect of voting, the entitlement to receive dividends and rights on a return of capital) will be identical in all respects to those of the Existing Ordinary Shares.

7. Admission of the New Ordinary Shares

Application will be made for the New Ordinary Shares to be admitted to listing on the Official List and admitted to trading on the London Stock Exchange in place of the Existing Ordinary Shares. Subject to approval of the Share Consolidation, it is expected that Admission will become effective and that dealings in New Ordinary Shares will commence on Monday 17 August 2026. Following the Share Consolidation, Johnson Matthey's new ISIN Code will be GB00BTQHVY80 and will come into effect at 8.00 a.m. on Monday 17 August 2026.

8. CREST accounts

Shareholders who hold Existing Ordinary Shares in uncertificated form will have such shares disabled in their CREST accounts at the Record Time for the Share Consolidation, and their CREST accounts will be credited with the New Ordinary Shares following Admission, which is expected to take place on Monday 17 August 2026.

9. Share Certificates

If you hold your Existing Ordinary Shares in certificated form, your certificate(s) will no longer be valid from the time that the proposed Share Consolidation becomes effective. You will be sent a new share certificate evidencing the New Ordinary Shares to which you are entitled under the Share Consolidation. Such certificates are expected to be despatched on Friday 28 August 2026 by first class post at the risk of the Shareholder. Upon receipt of the new certificate, you should destroy any old certificates. Pending the receipt of the new certificates, transfers of certificated New Ordinary Shares will be certified against the register of members of the Company.

10. Taxation

A summary of the expected tax treatment of the Special Dividend and the Share Consolidation for UK resident Shareholders is set out in Part IV (*Taxation*) of this document.

Shareholders (including ADR Holders) who are subject to tax in a jurisdiction other than the United Kingdom, or who are in any doubt as to the potential tax consequences of the Special Dividend and Share Consolidation, are strongly recommended to consult their own independent tax advisers.

11. American Depositary Receipts

As outlined above, an equivalent amount in respect of the Special Dividend is expected to be paid in US dollars to all ADR Holders on the ADR register as at 5.00 p.m. (New York time) on Friday 14 August 2026 (being the close of business on the record date for the Special Dividend for the ADSs). Conversion of the amount of the Special Dividend from pounds sterling to US dollars will be in accordance with the Deposit Agreement (and otherwise distributed in accordance with the Deposit Agreement after giving effect to the fees and expenses provided for therein). The ex-Special Dividend time and date for the ADSs is expected to be 9.00 a.m. (New York time) on Wednesday 9 September 2026. Cheques are expected to be despatched to ADR Holders on or around Tuesday 8 September 2026.

Following the Share Consolidation becoming effective, the Existing Ordinary Shares held by the Depositary will be replaced with New Ordinary Shares. As a result of the Share Consolidation, effective 9 September 2026, all ADR Holders will, upon cancellation of their existing ADSs, be issued and receive new ADSs in the ratio of 3 new ADSs to replace each 4 existing ADSs (to be distributed in accordance with the Deposit Agreement after giving effect to the fees and expenses provided for therein).

ADR Holders should read paragraph 8 of Part II (*Further details of the Special Dividend, the Share Consolidation, and the additional Resolutions to be proposed at the General Meeting, and other matters*) of this document, which contains important information regarding the Special Dividend and the Share Consolidation which is relevant to them.

12. Effect on Share Plans

In accordance with the rules of the Performance Share Plan (the "**PSP**"), the Restricted Share Plan (the "**RSP**") and the Deferred Bonus Plan (the "**DBP**"), outstanding awards can be adjusted to take account of the Share Consolidation to the extent and in such manner as the Board or the Remuneration Committee (depending on the plan in question) may consider appropriate in the circumstances, subject (where required) to the requirements of the Directors' remuneration policy and relevant tax authorities. However, as the value of the awards should remain at a broadly similar level after the Special Dividend and the Share Consolidation, no adjustment to the number of Ordinary Shares subject to such awards is proposed. Any outstanding awards under the PSP that are subject to any performance conditions or performance underpins attaching to those awards will be amended to the extent and in such manner as the Board or the Remuneration Committee may consider appropriate to take account of the Share Consolidation, subject to the rules of the PSP. Any adjustments to performance conditions will be intended to maintain the integrity of the original performance measure and will not make the targets any materially less challenging to achieve than would have been the case but for the change in capital structure. Full details of the performance measures and actual performance assessed will be disclosed in the respective Directors' remuneration report in due course.

Holders of awards under the Share Plans will be contacted separately in due course with further information on how (if at all) their awards will be affected by the Share Consolidation.

Ordinary Shares held by participants in the Sales Incentive Plan ("**SIP**") will be subject to the Share Consolidation in the same way as other Ordinary Shares. Participants in the SIP will be contacted with regard to the impact of the Share Consolidation on the Ordinary Shares held on their behalf under the SIP.

13. Final 2026 Dividend

At the 2026 AGM, the Company approved a final dividend of 55 pence per Existing Ordinary Share (the "**Final 2026 Dividend**"). The proposed Share Consolidation will not impact the Final 2026 Dividend, which will be paid on 4 August 2026 to Shareholders on the Company's register of members at the close of business on 5 June 2026.

14. Renewing standing authorities

At the General Meeting, approval by Shareholders will also be sought to replace the annual authorities to enable the Company to make market purchases of its own shares, as well as to allot New Ordinary Shares and to disapply pre-emption rights, to cover the period between the date of the General Meeting and the 2027 AGM.

These renewals (which are set out at Resolutions 3 to 6 of Part V (*Notice of General Meeting*)) are technical replacements of the existing authorities granted by Shareholders at the Company's 2026 AGM and are required in order to preserve in relation to the New Ordinary Shares the position that would have applied to the Existing Ordinary Shares had the Share Consolidation not taken place.

They are conditional on the approval of the Special Dividend and the Share Consolidation, as well as Admission in respect of the New Ordinary Shares taking place by or as soon as practicable after 8.00 a.m. on Monday 17 August 2026. Shareholders will be asked to renew these authorities at the 2027 AGM. A separate notice for the 2027 AGM will be published and distributed in due course as usual.

Further details and a summary explanation of these Resolutions are set out in Part II (*Further details of the Special Dividend, the Share Consolidation, and the additional Resolutions to be proposed at the General Meeting, and other matters*) of this document.

15. General Meeting

The Special Dividend and the Share Consolidation are conditional upon the approval of the Shareholders at the General Meeting.

Accordingly, Part V (*Notice of General Meeting*) of this document is a notice convening a General Meeting which is to be held at Herbert Smith Freehills Kramer, Exchange House, Primrose Street, London EC2A 2EG at 9.00 a.m. on Tuesday 11 August 2026, at which the Resolutions will be proposed. The full text of each of the Resolutions is set out in the Notice of General Meeting.

Resolutions 1 to 3 will be proposed as ordinary resolutions and Resolutions 4 to 6 will be proposed as special resolutions. Further details and a description of these Resolutions are set out in Part II (*Further details of the Special Dividend, the Share Consolidation, and the additional Resolutions to be proposed at the General Meeting, and other matters*) of this document.

The Resolutions will be decided on a poll. The Board believes that a poll is more representative of Shareholders' voting intentions because Shareholders' votes are counted according to the number of shares held and all votes tendered are taken into account. The results of the General Meeting will be published on the Company's website (https://matthey.com/general-meeting-2026) and will be released to the London Stock Exchange as soon as practicable following the conclusion of the General Meeting.

16. Action to be taken

Shareholders

For Shareholders who received this document in the post or received a postal notification of the availability of this document, a Form of Proxy for use in connection with the Resolutions to be proposed at the General Meeting is enclosed. Whether or not Shareholders intend to be present at the General Meeting, they are requested to complete the Form of Proxy in accordance with the instructions printed on it and return it as soon as possible and in any case so as to be received by the Company's Registrars, Equiniti, at Equiniti Limited, Highdown House, Yeoman Way, Worthing, West Sussex, BN99 6DA by no later than 9.00 a.m. on Friday 7 August 2026.

Alternatively, Shareholders who received this document via these methods may wish to register their proxy vote online by going to Equiniti's website, www.shareview.co.uk, and following the instructions. Shareholders will require their Shareholder Reference Number printed on the Form of Proxy to complete the procedure.

Shareholders who received an email notification of the availability of this document from www.matthey.com or who have otherwise already registered with Equiniti's online portfolio service, Shareview, can appoint a proxy electronically by logging on to their portfolio at www.shareview.co.uk and clicking on the link to vote.

If you hold your Shares in CREST, you may appoint a proxy by completing and transmitting a CREST proxy instruction form so that it is received by Equiniti by no later than 9.00 a.m. on Friday 7 August 2026. The time of receipt will be taken to be the time from which Equiniti is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST.

The completion and return of a Form of Proxy, registration of an electronic proxy appointment or completion and transmission of a CREST proxy instruction will not prevent Shareholders from attending the General Meeting and voting in person if they wish to do so.

17. Recommendation to Shareholders

The Board believes that each of the Resolutions to be put to the General Meeting is in the best interests of the Company and Shareholders as a whole.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of each of the Resolutions to be put to the General Meeting, as each Director intends to do in respect of their own beneficial holdings of Ordinary Shares which they are able to vote.

On behalf of the Board, I would like to thank you for your continued support of the Company.

Yours faithfully,

Andrew Cosslett
Chair

27 July 2026

PART II

FURTHER DETAILS OF THE SPECIAL DIVIDEND, THE SHARE CONSOLIDATION AND THE ADDITIONAL RESOLUTIONS TO BE PROPOSED AT THE GENERAL MEETING, AND OTHER MATTERS

1. Special Dividend

The Board is proposing a Special Dividend of 476.5 pence per Existing Ordinary Share, representing an aggregate amount of approximately £800 million. If the Shareholders approve the Special Dividend and the Share Consolidation, the Special Dividend is expected to be paid on Friday 28 August 2026 to Shareholders by reference to their holding of Ordinary Shares on the Register as at 6.00 p.m. on Friday 14 August 2026 (and an equivalent in US dollars to ADR Holders by reference to their holding of ADSs on the ADR register as at 5.00 p.m. (New York time) on Friday 14 August 2026 (being the close of business on the record date for the Special Dividend for the ADSs)).

The ex-Special Dividend date is expected to be Monday 17 August 2026 in respect of the Ordinary Shares and Wednesday 9 September 2026 in respect of the ADSs.

Resolution 1 as set out in Part V (*Notice of General Meeting*) is the Resolution in respect of the Special Dividend. Resolution 1 is conditional on Resolution 2 being approved and Admission taking place by or as soon as practicable after 8.00 a.m. on Monday 17 August 2026.

2. Share Consolidation

The effect of the Share Consolidation as proposed in Resolution 2 as set out in Part V (*Notice of General Meeting*) of this document will be that Shareholders on the register of members of the Company at the Record Time will, on completion of the Share Consolidation, receive:

3 New Ordinary Shares for 4 Existing Ordinary Shares

and in that proportion for any other number of Existing Ordinary Shares then held. Resolution 2 is conditional on Resolution 1 being approved and Admission taking place by or as soon as practicable after 8.00 a.m. on Monday 17 August 2026.

The effect of the Share Consolidation will be to reduce the number of Ordinary Shares in issue, but Shareholders will, immediately following the Share Consolidation, own the same proportion of the Ordinary Share capital of the Company as they did previously (subject to any Fractional Entitlements which shall be dealt with in accordance with the process set out in paragraph 3 below). Apart from having a different nominal value (being 147 $^{143}/_{159}$ pence each), each New Ordinary Share will be traded on the London Stock Exchange in the same way as the Existing Ordinary Shares and will carry the same rights as set out in the Articles that currently attach to the Existing Ordinary Shares.

To effect the Share Consolidation, it may be necessary to issue or cancel such number of Existing Ordinary Shares held by the Company as treasury shares, so that the number of Existing Ordinary Shares in issue as at the Record Time is exactly divisible by 4.

ADR Holders should read paragraph 8 of this Part II (*Further details of the Special Dividend, the Share Consolidation, and the additional Resolutions to be proposed at the General Meeting, and other matters*) which contains important information regarding the Special Dividend and the Share Consolidation which is relevant to them.

3. Fractional Entitlements

Unless a holding of Existing Ordinary Shares is exactly divisible by 4, it will result in the creation of a fraction of a New Ordinary Share following the Share Consolidation. Any fraction of a New Ordinary Share arising from the Share Consolidation will not be allocated to any relevant Shareholders who would otherwise be so entitled, and the relevant Shareholders shall have no legal or beneficial interest in any Fractional Entitlement to a New Ordinary Share, and instead such fractions of New Ordinary Shares will be aggregated and sold in the market. The net proceeds of the sale, after the deduction of any expenses and/or commission associated with such sale (including any related VAT), will be paid in due proportion to the relevant Shareholders, save that where any one Shareholder's entitlement would otherwise be £5.00 or less, such Shareholder shall have no entitlement and the amount shall be retained for the benefit of the Company. CREST Shareholders will receive their Fractional Entitlement payment via their CREST accounts. Non-CREST Shareholders will receive their Fractional Entitlement payment by cheque.

In respect of ADR Holders, the Depositary shall aggregate any fractional ADSs and sell the aggregate fractional ADSs as soon as possible after the effective date of the Share Consolidation. The net proceeds received by the Depositary from the sale of such fractional ADSs (less any fees, charges and expenses owing pursuant to the Deposit Agreement) will, subject to the terms of the Deposit Agreement, be distributed by the Depositary to the ADR Holders entitled thereto (rounded down to the nearest cent).

If a Shareholder's holding comprises fewer than 4 Existing Ordinary Shares at the Record Time for the Share Consolidation, the shareholding will still be consolidated and will result in the Shareholder no longer being a member of the Company in relation to that holding.

Shareholders are advised that the Share Consolidation contemplated in this Circular may have different consequences for each Shareholder depending on the jurisdiction in which they reside and their other unique circumstances. Shareholders are accordingly advised to seek their own professional advice (including tax advice) in relation to matters contained in this Circular.

4. Dividend Reinvestment Plan

The Company currently operates a Dividend Reinvestment Plan ("**DRIP**") under which eligible Shareholders may have their dividends reinvested in additional Ordinary Shares in the Company. The DRIP will apply in respect of the Special Dividend.

All existing evergreen or recurring instructions relating to the DRIP (including any recurring DRIP mandates received in paper or by electronic means via CREST) will apply in respect of the Special Dividend and will operate in respect of the New Ordinary Shares, unless and until revoked. However, CREST Shareholders should note that, although the DRIP will continue to apply to the New Ordinary Shares, the election may not be viewable in CREST following the Share Consolidation. In order to view the election, CREST Shareholders are advised to delete the current instruction, indicating a non-CREST election in their message, and to submit a new instruction under the new ISIN. CREST Shareholders should do this after the date of payment of the Special Dividend. Those eligible Shareholders on the UK Register who do not currently participate in the DRIP and who wish to participate in the DRIP in time for the Special Dividend should visit www.shareview.info/products/drip for more information and to download the Company's DRIP terms and conditions and an application form.

5. Additional Resolutions

Resolutions 3 to 6 set out in Part V (*Notice of General Meeting*), which would replace certain standing authorities approved at the 2026 AGM, are conditional on the approval by the Shareholders of the Special Dividend and the Share Consolidation, as well as Admission in respect of the New Ordinary Shares taking place by or as soon as practicable after 8.00 a.m. on Monday 17 August 2026. If Resolution 1 (relating to approval of the Special Dividend) and Resolution 2 (relating to approval of the Share Consolidation) are passed at the General Meeting but any of

Resolutions 3 to 6 are not passed, the Board will not have in place certain standing authorities that were previously approved at the 2026 AGM. If passed, each of Resolutions 3 to 6 would expire at the close of business on the date that is fifteen months after the date such resolution is passed, or if earlier, at the conclusion of the 2027 AGM.

In addition, if Resolutions 1 and 2 are passed but Resolution 6 is not passed, the Board will not be authorised to purchase New Ordinary Shares in the market, including in order to effect the proposed return of a further £200 million to Shareholders by way of on-market share buyback programme (as announced in February 2026 and confirmed on 17 July 2026), without the prior consent of Shareholders.

If the Company has not made a contract to purchase New Ordinary Shares before the expiry of the authority conferred by Resolution 6, it will be subject to Shareholders approving an equivalent authority at the 2027 AGM.

Resolution 3: Directors' authority to allot shares (proposed as an ordinary resolution)

At the 2026 AGM, Shareholders authorised the Directors, under section 551 of the Companies Act 2006, to allot Ordinary Shares without the prior consent of Shareholders for a period expiring at the conclusion of the Company's next annual general meeting or, if earlier, on 16 October 2027 (the "**AGM Allotment Authority**"). Although the AGM Allotment Authority has not been used, Resolution 3 seeks to grant the equivalent authority to allot New Ordinary Shares following the Share Consolidation as was granted at the 2026 AGM and would replace this authority.

This is necessary in order to preserve the effect of the AGM Allotment Authority once the Share Consolidation has resulted in the issue of the New Ordinary Shares. Resolution 3 is conditional on the passing of Resolutions 1 and 2. If Resolution 1 (relating to the approval of the payment of the Special Dividend) and Resolution 2 (relating to approval of the Share Consolidation) are passed but Resolution 3 is not passed then the Directors will not be authorised to allot New Ordinary Shares without the prior consent of Shareholders.

Resolution 4: Disapplication of pre-emption rights (proposed as a special resolution)

At the 2026 AGM, a special resolution was passed, empowering the Directors to allot equity securities for cash without first being required to offer such shares to existing shareholders (the "**AGM General Disapplication of Pre-emption Rights**"). Resolution 4 will seek to grant the equivalent authority to disapply pre-emption rights in respect of New Ordinary Shares following the Share Consolidation as was granted at the 2026 AGM and would replace this authority. The Directors are seeking the maximum authority permitted by the Pre-Emption Group's Statement of Principles (the "**Pre-Emption Principles**"). In line with the approach taken at the 2026 AGM, the Directors are seeking a disapplication authority of 10% of the issued Ordinary Share capital of the Company.

This is necessary in order to preserve the effect of the AGM General Disapplication of Pre-emption Rights once the Share Consolidation has resulted in the issue of the New Ordinary Shares. If Resolution 4 is passed, the AGM General Disapplication of Pre-emption Rights will cease to have effect. Resolution 4 is conditional on the passing of Resolutions 1, 2 and 3. If Resolution 1 (relating to the approval of the payment of the Special Dividend), Resolution 2 (relating to the approval of the Share Consolidation), and Resolution 3 (relating to the approval of Directors' authority to allot shares) are passed but Resolution 4 is not passed then the Directors will not be authorised to allot New Ordinary Shares without first being required to offer such shares to existing shareholders.

Resolution 5: Additional authority to disapply pre-emption rights for purposes of an acquisition or a specified capital investment (proposed as a special resolution)

At the 2026 AGM, a separate special resolution was passed, in line with the best practice guidance issued by the Pre-Emption Group, authorising the Directors to allot equity securities or sell treasury shares for cash without first being required to offer such securities to existing shareholders (the "**AGM Additional Disapplication of Pre-emption Rights**"). Resolution 5 will seek to grant the equivalent authority to disapply pre-emption rights in respect of New Ordinary Shares following the Share Consolidation as was granted at the 2026 AGM, and would replace this authority. The Directors are seeking the maximum authority permitted by the Pre-Emption Principles. In line with the approach taken at the 2026 AGM, the Directors are seeking a disapplication authority of 10% of the issued Ordinary Share capital of the Company.

This is necessary in order to preserve the effect of the AGM Additional Disapplication of Pre-emption Rights once the Share Consolidation has resulted in the issue of the New Ordinary Shares. If Resolution 5 is passed, the AGM Additional Disapplication of Pre-emption Rights will cease to have effect. Resolution 5 is conditional on the passing of Resolution 1 (relating to the approval of the Special Dividend), Resolution 2 (relating to the approval of the Share Consolidation) and Resolution 3 (relating to the Directors' authority to allot shares). If Resolutions 1, 2 and 3 are passed but Resolution 5 is not passed then the Directors will not have an additional authority to allot New Ordinary Shares for the purposes of an acquisition or a specified capital investment, without first being required to offer such shares to existing shareholders.

Resolution 6: Authority to undertake market purchase of own shares (proposed as a special resolution)

At the 2026 AGM, a special resolution was also passed enabling the Company to purchase its own shares in the market as permitted by the Act (the "**AGM Market Purchase Authority**"). Resolution 6 will seek to renew this authority in relation to the New Ordinary Shares.

This is necessary in order to preserve the effect of the AGM Market Purchase Authority once the Share Consolidation has resulted in the issue of the New Ordinary Shares. If Resolution 6 is passed, the AGM Market Purchase Authority will cease to have effect. Resolution 6 is conditional on the passing of Resolution 1 (relating to the approval of the Special Dividend) and Resolution 2 (relating to the approval of the Share Consolidation).

If Resolutions 1 and 2 are passed but Resolution 6 is not passed, then the Directors will not be authorised to purchase New Ordinary Shares in the market without the prior consent of Shareholders.

If the Company has not made a contract to purchase New Ordinary Shares before the expiry of the authority conferred by Resolution 6, it will be subject to Shareholders approving an equivalent authority at the 2027 AGM.

6. Share Plans

As noted above, the Share Consolidation is intended, so far as possible, to maintain the comparability of the Company's share price before and after the Special Dividend to reflect the value that will be returned to Shareholders. Similarly, the Company wishes to maintain the economic position of participants in the Share Plans notwithstanding the Special Dividend and the Share Consolidation, subject to normal market fluctuations.

Participants in the Share Plans (prior to the vesting of awards) do not hold Ordinary Shares and instead have a right to receive Ordinary Shares in the future. As a result, participants will generally not receive the Special Dividend and the Share Consolidation will not apply to awards. Therefore, the default position is that the number of Ordinary Shares that participants may acquire under their awards will be unchanged. This means that, notwithstanding the Special Dividend and the Share Consolidation, the value of the awards should remain at a broadly similar level.

The Remuneration Committee has determined that this outcome is appropriate and has therefore resolved not to make any adjustments to the number of Ordinary Shares under award.

Participants in the Share Plans will be contacted in due course with confirmation that there will be no adjustment to the number of Ordinary Shares under their awards and that they are not required to take any action at this time.

Participants are advised to seek their own independent advice regarding the financial or tax consequences of disposing of Ordinary Shares at or around the time of the Special Dividend and the Share Consolidation.

If, in due course, the Remuneration Committee determines that any applicable performance targets for unvested awards require amendment to reflect the Share Consolidation, impacted participants will be informed and any amendments will be made in accordance with the relevant plan rules and disclosed as required within the Directors' remuneration report.

The Company has established an employee benefit trust (the Employee Share Ownership Trust) which, as at the Latest Practicable Date, held 162,941 unallocated Existing Ordinary Shares in aggregate. These Existing Ordinary Shares may be used to satisfy awards granted under the Share Plans. The trustee of the trust has waived its entitlement to any dividends (including the Special Dividend) on its holding of unallocated Existing Ordinary Shares. Such Existing Ordinary Shares will be subject to the Share Consolidation.

7. Taxation

Please refer to Part IV (*Taxation*) of this document.

8. ADR Holders

Special Dividend and Share Consolidation

An equivalent amount in respect of the Special Dividend is proposed to be paid in US dollars to all ADR Holders on the ADR register as at 5.00 p.m. (New York time) on Friday 14 August 2026 (being the close of business on the record date for the Special Dividend for the ADSs). Conversion of the amount of the Special Dividend from pounds sterling to US dollars will be in accordance with the Deposit Agreement (and otherwise distributed in accordance with the Deposit Agreement after giving effect to the fees and expenses provided for therein). Cheques are expected to be despatched on or around Tuesday 8 September 2026.

Following the Share Consolidation becoming effective, the Existing Ordinary Shares held by the Depositary will be replaced with New Ordinary Shares. As a result of the Share Consolidation, effective 9 September 2026, all ADR Holders will, upon cancellation of their existing ADSs, be issued and receive new ADSs in the ratio of 3 new ADSs to replace every 4 existing ADSs (to be distributed in accordance with the Deposit Agreement after giving effect to the fees and expenses provided for therein). Fractional entitlements will be dealt with in the manner described in paragraph 3 of this Part II (*Further details of the Special Dividend, the Share Consolidation, and the additional Resolutions to be proposed at the General Meeting, and other matters*).

Each existing ADS represents two Existing Ordinary Shares. Following the Share Consolidation, the new ADSs will each continue to represent two New Ordinary Shares.

Following the Share Consolidation becoming effective, the Depositary will inform ADR Holders on the ADR register regarding the mechanics of the cancellation of their existing ADRs as described below.

For ADR Holders who hold a book-entry position directly on the books of the Depositary, the Depositary will automatically cancel the existing ADSs and mail a new Direct Registration System Statement advising the number of new ADSs credited to the ADR Holder's account along with the net proceeds from the conversion of the Special Dividend into US dollars (to be distributed in accordance with the Deposit Agreement after giving effect to the fees, charges and expenses provided therein). No action is necessary on the part of such ADR Holders.

For those ADR Holders who hold ADRs in physical certificated form, instructions for the cancellation of such certificated ADRs will be set out in the Letter of Transmittal and related Depositary notice. If such holders do not surrender their certificates for cancellation, they will not receive the new entitlement and all dividends will be held until such time as they surrender their old certificates. ADR Holders who are not on the ADR register and therefore hold their ADSs through a broker, financial institution or other nominee or otherwise must rely on the procedures of such broker, financial institution or other nominee.

9. Dealings and settlement

Application will be made to the FCA for the New Ordinary Shares arising from the Share Consolidation to be admitted to the premium segment of the Official List and to the London Stock Exchange for the New Ordinary Shares to be admitted to trading on the London Stock Exchange's main market for listed securities. It is expected that dealings in the Existing Ordinary Shares will continue until 4.30 p.m. on Friday 14 August 2026 and that Admission of the New Ordinary Shares will become effective and dealings for normal settlement will commence at 8.00 a.m. on Monday 17 August 2026.

The current ISIN (GB00BZ4BQC70) in relation to Existing Ordinary Shares will be disabled in CREST as at 6.00 p.m. on Friday 14 August 2026. A new ISIN (GB00BTQHVY80) in relation to the New Ordinary Shares will come into effect at 8.00 a.m. on Monday 17 August 2026.

Although the New Ordinary Shares will have a different nominal value (being 147 $^{143}/_{159}$ pence each) to the Existing Ordinary Shares, they will be traded on the London Stock Exchange in the same way as the Existing Ordinary Shares and will carry the same rights under the Articles as the Existing Ordinary Shares apart from having a different nominal value.

With effect from the effective time and date of the Share Consolidation, share certificates in respect of Existing Ordinary Shares will no longer be valid. However, share certificates in respect of New Ordinary Shares will only be issued following the Share Consolidation. It is therefore important that, if you hold share certificates in respect of your Existing Ordinary Shares, you retain them for the time being. New share certificates in respect of the New Ordinary Shares are expected to be despatched on Friday 28 August 2026 to those Shareholders who hold their Ordinary Shares in certificated form.

These will replace existing share certificates, which should then be destroyed. Pending the receipt of new share certificates, transfers of New Ordinary Shares held in certificated form will be certified against the Register. The new share certificates in respect of the New Ordinary Shares are despatched to Shareholders at their own risk. Please note, if you are a "gone away" Shareholder, your share certificate in respect of the New Ordinary Shares will not be issued until you contact the Company's Registrar, Equiniti.

Following the Share Consolidation, all mandates and other instructions, including communication preferences given to the Company by Shareholders and in force at the Record Time shall, unless and until revoked, be deemed to be valid and effective mandates or instructions in relation to the New Ordinary Shares.

Shareholders who hold their New Ordinary Shares in uncertificated form through CREST will have their CREST accounts adjusted to reflect their New Ordinary Shares at or soon after 8.00 a.m. on Monday 17 August 2026.

ADR Holders should refer to paragraph 8 of this Part II (*Further details of the Special Dividend, the Share Consolidation, and the additional Resolutions to be proposed at the General Meeting, and other matters*) for more details.

10. Documents available for inspection

Copies of this document will be available for inspection on the Company's website, https://matthey.com/general-meeting-2026, from the date of this document up to and including the date of the General Meeting and for the duration of the General Meeting.

PART III

DEFINITIONS

The following definitions apply throughout this document unless the context requires otherwise.

"**2026 AGM**"	means the annual general meeting of the Company held on 16 July 2026;
"**2027 AGM**"	means the annual general meeting of the Company to be held in 2027;
"**Final 2026 Dividend**"	has the meaning given in paragraph 13 of Part I (*Letter from the Chair*);
"**Act**"	means the Companies Act 2006;
"**Admission**"	means the admission of the New Ordinary Shares to the premium listing segment of the Official List and to trading on the UK Main Market becoming effective;
"**ADRs**"	means American depositary receipts representing a number of ADSs;
"**ADSs**"	means American depositary shares in the Company issued under the sponsored Level 1 American Depositary Receipt programme which BNY Mellon administers and for which it acts as depositary;
"**ADR Holders**"	means holders of ADRs;
"**AGM Additional Disapplication of Pre-emption Rights**"	has the meaning given in paragraph 5 of Part II (*Further details of the Special Dividend, the Share Consolidation and the additional resolutions to be proposed at the General Meeting, and other matters*);
"**AGM Allotment Authority**"	has the meaning given in paragraph 5 of Part II (*Further details of the Special Dividend, the Share Consolidation and the additional resolutions to be proposed at the General Meeting, and other matters*);
"**AGM General Disapplication of Pre-emption Rights**"	has the meaning given in paragraph 5 of Part II (*Further details of the Special Dividend, the Share Consolidation and the additional resolutions to be proposed at the General Meeting, and other matters*);
"**AGM Market Purchase Authority**"	has the meaning given in paragraph 5 of Part II (*Further details of the Special Dividend, the Share Consolidation and the additional resolutions to be proposed at the General Meeting, and other matters*);
"**Articles**"	means the articles of association of the Company in force as of the date of this Circular;
"**Board**"	means the board of Directors or any duly authorised committee of that board, from time to time;
"**Business Day**"	means a day (other than a Saturday or Sunday) on which banks are open for general business in London;

"**Circular**"	means this document;
"**Company**"	means Johnson Matthey Plc, a company incorporated in England and Wales with registered number 00033774;
"**CREST**"	means the system for the paperless settlement of trades in securities and the holding of uncertificated securities in accordance with the CREST Regulations operated by Euroclear;
"**CREST Regulations**"	means the Uncertificated Securities Regulations 2001 (SI 2001 No. 3755), as amended;
"**DBP**"	has the meaning given in paragraph 12 of Part I (*Letter from the Chair*);
"**Deposit Agreement**"	means the deposit agreement dated 22 May 1998 between the Company, the Depositary and the holders and beneficial owners of the ADRs issued thereunder;
"**Depositary**"	means BNY Mellon, depositary of the ADRs;
"**Directors**"	means the directors of the Company from time to time and, as at the date of this Circular, the directors whose names appear on the first page of Part I (*Letter from the Chair*);
"**DRIP**"	means the dividend reinvestment plan operated by the Company;
"**Existing Ordinary Shares**"	means the ordinary shares of 110 $^{49}/_{53}$ pence each in the share capital of the Company, prior to the Share Consolidation;
"**FCA**"	means the Financial Conduct Authority in the UK;
"**Form of Proxy**"	means the form of proxy for use at the General Meeting;
"**Fractional Entitlement**"	has the meaning given in paragraph 4 of Part I (*Letter from the Chair*);
"**General Meeting**"	means the general meeting of the Company proposed to be held at Herbert Smith Freehills Kramer, Exchange House, Primrose Street, London EC2A 2EG on Tuesday 11 August 2026 at 9.00 a.m. as described in the Notice of General Meeting;
"**Group**"	means the Company and all of its subsidiaries and subsidiary undertakings;
"**HMRC**"	means HM Revenue & Customs;
"**Latest Practicable Date**"	means Wednesday 22 July 2026, being the latest practicable date prior to publication of this Circular;
"**Letter of Transmittal**"	means an exchange form in respect of the ADRs to be sent by the Depositary to those ADR Holders holding physical certificates evidencing their ADSs;
"**Listing Rules**"	means the listing rules made by the FCA for the purposes of Part VI of the Financial Services and Markets Act 2000;
"**London Stock Exchange**" or "**LSE**"	means London Stock Exchange plc;
"**LSE Closing Price**"	means the closing, middle market quotation of an Existing Ordinary Share, as published on the Daily Official List;

“**New Ordinary Shares**” means the ordinary shares of $147\ {}^{143}/_{159}$ pence each in the share capital of the Company arising as a result of the Share Consolidation;

“**Nominated Persons**” means persons who have been nominated by a Shareholder to enjoy information rights under section 146 of the Act;

“**Notice of General Meeting**” means the notice of General Meeting which is set out in Part V of this document;

“**Official List**” means the official list maintained by the FCA for the purposes of Part VI of the Financial Services and Markets Act 2000;

“**Ordinary Shares**” means at any time prior to the Share Consolidation, the Existing Ordinary Shares, and, at any time after the Share Consolidation, the New Ordinary Shares;

“**£**” or “**pence**” means the lawful currency of the UK;

“**Pre-Emption Principles**” has the meaning given in paragraph 5 of Part II (*Further details of the Special Dividend, the Share Consolidation and the additional resolutions to be proposed at the General Meeting*, and other matters);

“**PSP**” has the meaning given in paragraph 12 of Part I (*Letter from the Chair*);

“**Record Time**” means the record time for the Special Dividend and the Share Consolidation, expected to be 6.00 p.m. on Friday 14 August 2026;

“**Register**” means the register of members of the Company;

“**Registrar**” means the Company’s registrar, Equiniti;

“**Remuneration Committee**” means the Remuneration Committee of the Company;

“**Resolutions**” means Resolutions 1 to 6 as set out in the Notice of General Meeting;

“**RSP**” has the meaning given in paragraph 12 of Part I (*Letter from the Chair*);

“**Share Consolidation**” has the meaning given to it in paragraph 1 of Part I (*Letter from the Chair*);

“**Share Plans**” means each of the DBP, PSP, RSP and SIP;

“**Shareholder**” means holders of Ordinary Shares (other than treasury shares) on the Register from time to time;

“**SIP**” has the meaning given in paragraph 12 of Part I (*Letter from the Chair*);

“**Special Dividend**” has the meaning given to it in paragraph 1 of Part I (*Letter from the Chair*);

“**Transaction**” has the meaning given to it in paragraph 1 of Part I (*Letter from the Chair*);

“**UK Main Market**” means the LSE’s Main Market for listed securities;

"**United Kingdom**" or "**UK**"	means the United Kingdom of Great Britain and Northern Ireland;
"**United States**" or "**US**"	means the United States of America; and
"**US dollar**"	means the lawful currency of the US.

PART IV

TAXATION

THE INFORMATION PROVIDED BELOW IS A GENERAL SUMMARY. IT DOES NOT COVER ALL TAX MATTERS THAT MAY BE OF IMPORTANCE TO A PARTICULAR SHAREHOLDER. EACH SHAREHOLDER IS URGED TO CONSULT THEIR OWN TAX ADVISER ABOUT THE TAX CONSEQUENCES FOR THE SHAREHOLDER OF THE SPECIAL DIVIDEND AND THE SHARE CONSOLIDATION, IN LIGHT OF SUCH SHAREHOLDER'S OWN CIRCUMSTANCES.

The following comments are intended only as a general guide to the current tax position under UK taxation law and HMRC published practice, both of which are subject to change (potentially with retrospective effect). They relate only to certain limited aspects of the UK tax treatment of the Share Consolidation, the Special Dividend and the DRIP for Shareholders who are and will be at the time of implementation the absolute beneficial owners of Ordinary Shares (and any dividend paid on them) and who are resident for tax purposes in (and only in) the UK, to whom "split year" treatment does not apply, to whom the foreign income and gains regime does not apply and who hold, and will hold, their shares in the Company as an investment (otherwise than through an individual savings account or exempt pension arrangement) and not as securities to be realised in the course of a trade. The following is not, and is not intended to be, an exhaustive summary of the tax consequences of acquiring, holding and disposing of Ordinary Shares or New Ordinary Shares and it does not constitute advice.

The comments may not apply to certain Shareholders who are subject to special rules, such as (but not limited to) dealers in securities, insurance companies and collective investment schemes, Shareholders who are exempt from taxation and Shareholders who have (or are deemed to have) acquired their Ordinary Shares by virtue of an office or employment. **If you are in any doubt as to your tax position or are subject to tax in any jurisdiction other than the UK, you should consult, and rely upon the advice of, a duly authorised professional adviser.**

The summary below does not address the tax consequences applicable to an ADR Holder or to a participant in the Company's employee share schemes. ADR Holders should seek advice based on his or her particular circumstances from an independent tax adviser.

1. Share Consolidation

The proposed Share Consolidation should constitute a reorganisation of the Company's share capital for the purposes of the UK's taxation of capital gains and corporation tax on chargeable gains ("**CGT**"). For the purposes of CGT, to the extent that you receive New Ordinary Shares pursuant to the Share Consolidation, you should not be treated as making a disposal of any of your Existing Ordinary Shares. Instead, the New Ordinary Shares will be treated, for the purposes of CGT, as the same asset as, and as having been acquired at the same time and for the same aggregate cost as, the holding of Existing Ordinary Shares from which they derive.

A subsequent disposal of New Ordinary Shares may, depending on individual circumstances (including the availability of exemptions, reliefs and allowable losses), give rise to a liability to CGT.

Subject to the following paragraph, to the extent a Shareholder receives a cash payment in respect of Fractional Entitlements, and the amount of the cash payment is small in comparison with the value (at the time of the payment) of the relevant shares held by the Shareholder in respect of which the cash payment is made, that Shareholder will not normally be treated as having made a part disposal of the Shareholder's holding of Ordinary Shares. Instead, an amount equal to the amount of such cash received will be deducted from the base cost in that Shareholder's New Ordinary Shares. Under current HMRC practice, any cash payment of £3,000 or less or (if greater) which is 5% or less of the market value of a Shareholder's holding of shares immediately before the distribution will generally be treated as small for these purposes.

However, if the cash payment exceeds the base cost in the Shareholder's New Ordinary Shares, or if the Shareholder does not hold enough Existing Ordinary Shares such that they are not entitled to receive a New Ordinary Share, the Shareholder should be treated as disposing of part or all of their holding of Ordinary Shares, which may give rise to a liability to CGT.

No liability to UK stamp duty or stamp duty reserve tax should be incurred by a holder of Ordinary Shares as a result of the proposed Share Consolidation.

2. Special Dividend

The Company will not be required to withhold amounts on account of UK tax at source when paying the Special Dividend.

UK resident individual Shareholders

The Special Dividend will form part of a UK resident individual Shareholder's total income for UK income tax purposes as dividend income and will represent the highest part of that total income.

Specific UK income tax rates apply to dividend income, as outlined below. For these purposes, "dividend income" includes UK and non-UK source dividends and certain other distributions in respect of shares received by a UK resident individual. No tax credit attaches to dividend income.

The first £500 (the "**Nil Rate Amount**") of non-exempt dividend income received by a UK resident individual Shareholder in a tax year will be taxed at a nil rate (and so no UK income tax will be payable in respect of such Nil Rate Amount).

Where the non-exempt dividend income received by a UK resident individual Shareholder exceeds the Nil Rate Amount, the excess amount (the "**Relevant Dividend Income**") will be subject to UK income tax:

- at the rate of 10.75 per cent., to the extent that the Relevant Dividend Income falls below the threshold for the higher rate of income tax;
- at the rate of 35.75 per cent., to the extent that the Relevant Dividend Income falls above the threshold for the higher rate of income tax but below the threshold for the additional rate of income tax; and
- at the rate of 39.35 per cent., to the extent that the Relevant Dividend Income falls above the threshold for the additional rate of income tax.

In determining whether and, if so, to what extent the Relevant Dividend Income falls above or below the threshold for the higher rate of income tax or, as the case may be, the additional rate of income tax, the Shareholder's total non-exempt dividend income for the tax year in question (including the part within the Nil Rate Amount) will, as noted above, be treated as the highest part of the Shareholder's total income for UK income tax purposes.

UK resident corporate Shareholders

Shareholders within the charge to UK corporation tax which are "small companies" (as defined for the purposes of the relevant UK legislation in Part 9A of the Corporation Tax Act 2009) will not generally be subject to UK corporation tax on the Special Dividend, provided that certain conditions (including an anti-avoidance condition) are met.

It is likely that the Special Dividend, where paid to other UK resident Shareholders that are within the charge to UK corporation tax, will fall within one or more of the classes of dividend qualifying for exemption from UK corporation tax. However, it should be noted that the exemptions are not comprehensive and are also subject to anti-avoidance rules.

3. DRIP

It is expected that, for the purposes of UK taxation, UK resident Shareholders who elect into the DRIP so that their Special Dividend is used to buy additional New Ordinary Shares will be treated as follows:

- an individual UK resident Shareholder, for income tax purposes, will be treated in the same manner as if they received the Special Dividend in cash. For capital gains tax purposes, the cost of the additional New Ordinary Shares acquired with the Special Dividend, including any dealing charges and stamp duty or stamp duty reserve tax, should be the base cost of the additional New Ordinary Shares purchased on the individual Shareholder's behalf; and

- a corporate UK resident Shareholder, for corporation tax purposes, will be treated in the same manner as if it received the Special Dividend in cash. For the purposes of corporation tax on chargeable gains, the cost of the additional New Ordinary Shares acquired with the Special Dividend, including any dealing charges and stamp duty or stamp duty reserve tax, should be the base cost of the additional New Ordinary Shares purchased on the corporate Shareholder's behalf.

PART V

NOTICE OF GENERAL MEETING

Johnson Matthey Plc

(incorporated and registered in England and Wales with registered number 00033774)

Notice is hereby given that a general meeting of Johnson Matthey Plc (the "**Company**") will be held at Herbert Smith Freehills Kramer, Exchange House, Primrose Street, London EC2A 2EG at 9.00 a.m. (UK time) on Tuesday 11 August 2026 to consider and, if thought fit, pass the following Resolutions as resolutions of the Company.

Resolutions 1 to 3 will be proposed as ordinary resolutions and Resolutions 4 to 6 will be proposed as special resolutions.

Resolutions 3 to 6 are technical replacements of the existing authorities granted by Shareholders at the 2026 AGM and are required in order to preserve in relation to the New Ordinary Shares the position that would have applied to the Existing Ordinary Shares had the Share Consolidation not taken place. Shareholders will be asked to renew these authorities at the 2027 AGM.

For the purposes of these Resolutions, capitalised terms used but not defined herein shall (unless the context otherwise requires) have the meaning ascribed to them in the Circular sent to Shareholders on Monday 27 July 2026, of which this notice forms part.

ORDINARY RESOLUTIONS

Resolution 1 – Special Dividend

THAT, subject to and conditional on:

(a) the passing of Resolution 2; and

(b) admission of the New Ordinary Shares (as defined in Resolution 2) to the premium listing segment of the Official List and to trading on the London Stock Exchange's main market for listed securities becoming effective at 8.00 a.m. on Monday 17 August 2026 (or such later time and/or date as the Directors may in their absolute discretion determine) (the "**Admission**"),

a dividend of 476.5 pence per Existing Ordinary Share (as defined in Resolution 2) be, and is hereby declared to be, paid to each Ordinary Shareholder on the register of members of the Company as at 6.00 p.m. on Friday 14 August 2026.

Resolution 2 – Share Consolidation

THAT, subject to and conditional on the passing of Resolution 1 and Admission (as defined in Resolution 1), every 4 existing ordinary shares of 110 $^{49}/_{53}$ pence each in the capital of the Company (the "**Existing Ordinary Shares**") in issue and as shown in the register of members of the Company as at 6.00 p.m. on Friday 14 August 2026 (or such other time and/or date as the Directors may in their absolute discretion determine) be and are hereby consolidated into one ordinary share of 443 $^{37}/_{53}$ pence each in the capital of the Company (an "**Intermediate Ordinary Share**"), and immediately following such consolidation, every one Intermediate Ordinary Share be divided into 3 new ordinary shares of 147 $^{143}/_{159}$ pence each in the capital of the Company (the "**New Ordinary Shares**"), provided that:

(a) the Intermediate Ordinary Shares and the New Ordinary Shares shall have the same rights and be subject to the same restrictions (save as to nominal value) as the Existing Ordinary Shares as set out in the Company's current articles of association; and

(b) no Shareholder shall be entitled to a fraction of a New Ordinary Share arising out of such consolidation and division, and the aggregate number of New Ordinary Shares to which a Shareholder shall be entitled shall be rounded down to the nearest whole number of New Ordinary Shares. Any fraction of a New Ordinary Share to which a Shareholder would otherwise have been entitled shall, so far as possible, be aggregated into the maximum whole number of New Ordinary Shares resulting therefrom and the Directors be and are hereby authorised and entitled to sell (or appoint any other person to sell) in the market such whole number of New Ordinary Shares so arising. For the purposes of implementing such sale:

(i) any Director may appoint and authorise any person to execute and deliver an instrument (or instruments) or instruction (or instructions) of transfer and to do any and all acts and things and make any and all arrangements as such Director considers necessary, expedient or appropriate to effect the transfer, settlement and/or disposal of such Fractional Entitlements;

(ii) in respect of Shareholders (excluding, for the avoidance of doubt, an ADR Holder), the net proceeds of such sale (after the deduction of any expenses and/or commissions associated with such sale, including any value added tax payable on the proceeds of sale) shall be paid in due proportion (rounded down to the nearest penny) to the relevant Shareholders entitled to such fractions, save that where the proceeds that would otherwise be distributed from such sale (after the deduction of any expenses and/or commissions associated with such sale, including any value added tax payable on the proceeds of such sale) is £5.00 or less in respect of any one Shareholder's holding, such proceeds shall be retained by the Company. For the purposes of determining Fractional Entitlements, each portion of a Shareholder's holding which is recorded in the register of members of the Company by reference to a separate designation as at 6.00 p.m. on Friday 14 August 2026 (or such other time and/or date as the Directors may in their absolute discretion determine), whether in certificated or uncertificated form, shall be treated as a separate holding;

(iii) in respect of ADR Holders, the net proceeds of such sale (after the deduction of any expenses and/or commissions associated with such sale, including any value added tax payable on the proceeds of such sale) shall, subject to the terms of the Deposit Agreement (as applicable), be paid in due proportion (rounded down to the nearest penny) amongst the relevant holders who would otherwise be entitled to such fractions; and

(iv) in the absence of bad faith or wilful default, none of the Company or any person appointed pursuant to sub-paragraph (i) of this Resolution 2 shall have any liability for any loss or damage arising as a result of the timing or terms of any sale pursuant to this Resolution 2.

Resolution 3 – Directors' authority to allot shares

THAT, subject to and conditional on the passing of Resolution 1 and Resolution 2 and Admission (as defined in Resolution 1), and in place of the equivalent authority given to the Directors at the last annual general meeting of the Company (but without prejudice to the continuing authority of the Directors to allot equity securities pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "**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 £62,138,350.00; and

(b) up to a further aggregate nominal amount of £62,138,350.00 provided that (i) they are equity securities (within the meaning of section 560(1) of the Act) and (ii) they are offered by way of a pre-emptive offer (including an offer by way of a rights issue or an open offer) in favour of the ordinary shareholders 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 their respective holdings 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 Company's next annual general meeting after the passing of this resolution or, if earlier, on 11 November 2027, 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 ended, and all unexercised authorities previously granted to the Directors to allot shares and grant Rights be and are hereby revoked.

SPECIAL RESOLUTIONS

Resolution 4 – Disapplication of pre-emption rights

THAT, subject to and conditional upon the passing of Resolution 1, Resolution 2 and Resolution 3 and Admission (as defined in Resolution 1) and in substitution for any existing authority (but without prejudice to the continuing authority of the Directors to disapply pre-emption rights in connection with an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be given the power (pursuant to sections 570 and 573 of the Act) to allot equity securities (within the meaning of section 560 of the Act) for cash under the authority given by Resolution 3 and/or to sell New Ordinary Shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to any such allotment, such power be limited to:

(a) the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 3 by way of a pre-emptive offer (including a rights issue or open offer) only) to holders of New Ordinary Shares in proportion (as nearly as may be practicable) to their existing holdings, subject to any limits or restrictions or arrangements as the Directors consider necessary or appropriate 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;

(b) the allotment to any person or persons of equity securities or sale of treasury shares otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £18,641,505.00; and

(c) the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs (a) and (b) of this Resolution 4) up to an aggregate nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 4, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, such power to apply until the conclusion of the Company's next annual general meeting after the passing of this Resolution 4 or, if earlier, on 11 November 2027 but, in each case during this period the Company may make offers and enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not ended.

Resolution 5 – Disapplication of pre-emption rights for acquisitions and other capital investment

THAT, subject to and conditional upon the passing of Resolution 1, Resolution 2, Resolution 3 and Admission (as defined in Resolution 1) and in addition to the power granted by Resolution 4 above, and in substitution for any existing authority (but without prejudice to the continuing authority of the Directors to disapply pre-emption rights in connection with an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Directors be and are authorised pursuant to sections 570 and 573 of the Act to allot equity securities (as defined in section 560 of the Act) for cash under the authority granted under paragraph (a) of Resolution 3 and/or to sell New Ordinary Shares held by the Company as treasury shares for cash as if section 561(1) of the Act did not apply to such allotment or sale, such power to be limited to:

(a) the allotment of equity securities or sale of treasury shares up to a nominal amount of £18,641,505.00, such power to be used only for the purposes of financing a transaction which the Directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice or for the purposes of refinancing such a transaction within 12 months of its taking place; and

(b) the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 5) up to a nominal amount equal to 20 per cent. of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 5, such power to be used only for the purposes of making a follow-on offer which the Directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the conclusion of the Company's next annual general meeting after the passing of this Resolution 5 or, if earlier, on 11 November 2027 but, in each case, during this period the Company may make offers or enter into agreements, which would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the Directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

Resolution 6 – Authority to purchase own shares

THAT, subject to and conditional upon the passing of Resolution 1 and Resolution 2 and Admission (as defined in Resolution 1) and in substitution for any existing authority (but without prejudice to the continuing authority of the Directors to make market purchases of New Ordinary Shares pursuant to an offer or agreement made by the Company before the expiry of the authority pursuant to which such offer or agreement was made), the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Act) of its own New Ordinary Shares on the terms and in the manner the Directors may from time to time determine, provided that:

(a) the maximum aggregate number of New Ordinary Shares which may be purchased is 18,893,667 (representing approximately 14.99% of the Company's issued Ordinary Share capital, excluding treasury shares, immediately following the Share Consolidation pursuant to Resolution 2 becoming effective and assuming that no further Ordinary Shares are issued between the Latest Practicable Date and that time);

(b) the minimum price (excluding expenses) which may be paid for a New Ordinary Share is the nominal value of that New Ordinary Share; and

(c) the maximum price (excluding expenses) which may be paid for a New Ordinary Share is the higher of (i) an amount equal to 105% of the average market value of 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 New Ordinary Share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and highest current independent bid for a New Ordinary Share in the Company on the trading venues where the market purchases by the Company pursuant to the authority granted by this Resolution 6 will be carried out,

and unless previously renewed, revoked or varied by the Company in general meeting, this authority shall expire at the conclusion of the Company's next annual general meeting after the passing of this Resolution 6 or, if earlier, on 11 November 2027, 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 New Ordinary Shares may be made in pursuance of any such contract.

By order of the Board

Simon Price
General Counsel and Company Secretary
Johnson Matthey Plc

27 July 2026
Registered office:
5th Floor
2 Gresham Street
London
EC2V 7AD

Registered in England and Wales No. 33774

EXPLANATORY NOTES

Resolutions 1 to 3 are proposed as ordinary resolutions. This means that for each of those resolutions to be passed, more than half of the votes cast must be in favour of the resolution.

Resolutions 4 to 6 are proposed as special resolutions. This means that for each of those resolutions to be passed, at least three-quarters of the votes cast must be in favour of the resolution.

1. Resolution 1 – Special Dividend

Resolution 1, if approved, will effect the Special Dividend as described in this Circular.

It is proposed that there be a return of value to Ordinary Shareholders of approximately £800 million, representing 476.5 pence per Existing Ordinary Share. This is expected to be paid to Ordinary Shareholders on Friday 28 August 2026 by reference to their holding of Ordinary Shares on the Register as at 6.00 p.m. on Friday 14 August 2026.

It is proposed that an equivalent amount in respect of the Special Dividend is paid in US dollars to all ADR Holders on the ADR register as at 5.00 p.m. (New York time) on Friday 14 August 2026. Conversion of the amount of the Special Dividend from pounds sterling to US dollars will be in accordance with the Deposit Agreement (and otherwise distributed in accordance with the Deposit Agreement after giving effect to the fees, charges and expenses provided for therein). Payment is expected to be made to ADR Holders on or around Tuesday 8 September 2026.

Resolution 1 is conditional upon Resolution 2 being approved and Admission.

2. Resolution 2 – Share Consolidation

Resolution 2, if approved, will effect the Share Consolidation as set out below and as described in this Circular.

Pursuant to the Share Consolidation it is proposed that:

(i) every 4 Existing Ordinary Share in issue and shown in the Register as at 6.00 p.m. on Friday 14 August 2026 (or such other time and/or date as the Directors may in their absolute discretion determine) will be consolidated into one Intermediate Ordinary Share; and

(ii) immediately following such consolidation, every one Intermediate Ordinary Share will be divided into 3 New Ordinary Shares.

Existing Ordinary Shares

As a result of the Share Consolidation, each Shareholder's proportionate interest in the Company's issued Ordinary Share capital will remain unchanged (subject to any Fractional Entitlements and subsequent participation in the DRIP). The rights attaching to New Ordinary Shares (including voting and dividend rights and rights on a return of capital) will be identical in all respects to those of the Existing Ordinary Shares.

The number of Ordinary Shares admitted to the Official List and to trading on the UK Main Market will change as a result of the Share Consolidation. However, the proposed Share Consolidation will not affect the net assets of the Company.

If the Share Consolidation is approved, the last day of trading on the London Stock Exchange in the Existing Ordinary Shares is expected to be Friday 14 August 2026, with the New Ordinary Shares expected to be admitted to the Official List and to trading on the UK Main Market on Monday 17 August 2026.

The Share Consolidation is expected to become effective at 8.00 a.m. on Monday 17 August 2026. Following the Share Consolidation, the Company's new ISIN Code will be GB00BTQHVY80.

Fractional Entitlements

Unless a holding of Existing Ordinary Shares is exactly divisible by 4, it will result in the creation of a fraction of a New Ordinary Share following the Share Consolidation. Any fraction of a New Ordinary Share arising from the Share Consolidation will not be allocated to any relevant Shareholders who would otherwise be so entitled, and the relevant Shareholders shall have no legal or beneficial interest in any Fractional Entitlement to a New Ordinary Share, and instead such fractions of New Ordinary Shares will be aggregated and sold in the market. The net proceeds of the sale, after the deduction of any expenses and/or commission associated with such sale (including any related VAT), will be paid in due proportion to the relevant Shareholders, save that where any one Shareholder's entitlement would otherwise be £5.00 or less, such Shareholder shall have no entitlement and the amount shall be retained for the benefit of the Company. CREST Shareholders will receive their Fractional Entitlement payment via their CREST accounts. Non-CREST Shareholders will receive their Fractional Entitlement payment by cheque.

In respect of ADR Holders, the Depositary shall aggregate any fractional ADSs and sell the aggregate fractional ADSs as soon as possible after the effective date of the Share Consolidation. The net proceeds received by the Depositary from the sale of such fractional ADSs (less any fees, charges and expenses owing pursuant to the Deposit Agreement) will, subject to the terms of the Deposit Agreement, be distributed by the Depositary to the ADR Holders entitled thereto (rounded down to the nearest cent).

If a Shareholder's holding comprises fewer than 4 Existing Ordinary Shares at the Record Time for the Share Consolidation, the shareholding will still be consolidated and will result in the Shareholder no longer being a member of the Company in relation to that holding.

Shareholders are advised that the Share Consolidation contemplated in this Circular may have different consequences for each Shareholder depending on the jurisdiction in which they reside and their other unique circumstances. Shareholders are accordingly advised to seek their own professional advice (including tax advice) in relation to matters contained in this Circular.

Resolution 2 is conditional upon Resolution 1 being approved and Admission.

3. Resolution 3 – Authority to allot shares

Resolution 3 is proposed to amend the existing authority (as granted by Shareholders at the 2026 AGM) for the Directors to allot Ordinary Shares. An amendment to this authority is required as a result of the change to the nominal value of the Ordinary Shares after the Share Consolidation to reflect the new nominal value.

Resolution 3 will, if approved, give the Directors authority to allot New Ordinary Shares or grant rights to subscribe for, or convert any security into, New Ordinary Shares and gives the Directors the maximum flexibility permitted by the institutional guidelines issued by the Investment Association in order to respond to market developments. The Directors confirm that they have no present intention to exercise the authority, other than as required to effect the Share Consolidation. The authority will replace the authority given to the Directors at the 2026 AGM and will remain in force until the conclusion of the 2027 AGM, or at the close of business on the date that is fifteen months after the date Resolution 3 is passed (whichever is earlier).

Paragraph (a) of Resolution 3, if passed, will give the Directors authority to allot New Ordinary Shares and grant rights to subscribe for, or convert any security into, New Ordinary Shares, up to an aggregate nominal value of £62,138,350.00 representing the sum of one-third of the Company's issued Ordinary Share capital, exclusive of treasury shares, immediately after the Share Consolidation referred to in Resolution 2 (assuming that no further Ordinary Shares are issued between the Latest Practicable Date and that time).

Paragraph (b) of Resolution 3, if passed, will give the Directors authority to allot New Ordinary Shares and grant rights to subscribe for, or convert any security into, New Ordinary Shares, in connection with a rights issue up to a maximum nominal amount of £62,138,350.00 representing the sum of one-third of the Company's issued Ordinary Share capital, exclusive of treasury shares, immediately after the Share Consolidation referred to in Resolution 2 (assuming that no further Ordinary Shares are issued between the Latest Practicable Date and that time).

In total, Resolution 3 will allow the Directors to allot a maximum aggregate of approximately two-thirds of the total issued Ordinary Share capital of the Company, in line with the Investment Association's Share Capital Management Guidelines issued in February 2023.

Resolution 3 is conditional upon Resolution 1 and Resolution 2 being approved and Admission.

As at the Latest Practicable Date, the Company held 9,231,346 treasury shares, which represented 5.21% of the Company's total number of Ordinary Shares (including treasury shares) as at that date.

4. Resolutions 4 and 5 – Disapplication of pre-emption rights

Under section 561 of the 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 Act, Resolutions 4 and 5 will allow the Directors to allot equity securities for cash pursuant to the authority granted under Resolution 3, or by way of a sale of treasury shares, without complying with the pre-emption rights in the Act in certain circumstances.

Resolution 4 is proposed to amend the existing authority (as granted by Shareholders at the 2026 AGM) for the Directors to allot shares or other equity securities, and/or sell treasury shares, for cash, free from the rights of pre-emption provided for by the Act.

Resolution 5 is proposed to amend the existing authority (as granted by Shareholders at the 2026 AGM) to empower the Directors to allot new shares and other equity securities (in addition to any power granted under Resolution 4), pursuant to the allotment authority given by Resolution 3, or to sell treasury shares, for cash up to a further nominal amount of £18,641,505.00, otherwise than in connection with a pre-emptive offer to existing shareholders, for the purpose of financing an acquisition or specified capital investment, as contemplated by the Pre-Emption Principles. Such nominal amount is expected to be equivalent to the sum of approximately 10 per cent. of the total issued Ordinary Share capital of the Company immediately after the Share Consolidation referred to in Resolution 2 (assuming that no further Ordinary Shares are issued between the Latest Practicable Date and that time).

The authorities sought in Resolutions 4 and 5 are in line with institutional shareholder guidance and in particular with 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 include:

(A) an authority up to ten percent of a company's issued share capital for use on an unrestricted basis (this is reflected in paragraph (b) of Resolution 4); and

(B) an additional authority up to a further ten percent of a company's issued share capital for use in connection with an acquisition or specified capital investment announced contemporaneously with the issue, or that has taken place in the twelve-month period preceding the announcement of the issue (this is reflected in paragraph (a) of Resolution 5).

In both cases, an additional authority of up to 2% may be sought for the purposes of making a follow-on offer (this is reflected in paragraph (c) of Resolution 4 and paragraph (b) of Resolution 5). A "follow-on offer" may be used to facilitate the participation of existing retail investors who were not allocated shares in the non-pre-emptive offer. The features of follow-on offers are set out in the Pre-Emption Principles.

The Directors consider that it is in the best interests of the Company and its shareholders generally to seek the maximum authority permitted by the Pre-Emption Principles and have the flexibility granted by Resolutions 4 and 5 to conduct a pre-emptive offering without complying with the strict requirements of the statutory pre-emption provisions and to finance business opportunities quickly and efficiently when they arise. The Directors recognise that existing shareholders may be keen to participate in a non-pre-emptive offer carried out pursuant to Resolutions 4 and 5 and are supportive of the follow-on offer approach set out in the Pre-Emption Principles. As such Resolutions 4 and 5 incorporate the provisions of the Pre-Emption Principles which relate to follow-on offers. The Directors have no present intention of exercising the authorities contained in Resolutions 4 and 5 but consider it appropriate to obtain the flexibility that they provide.

As such, authority sought in Resolution 4 will permit the Directors to do the following:

(A) paragraph (a) permits the allotment of equity securities for cash (or the sale of treasury shares) under the authority given by Resolution 3 in connection with a fully pre-emptive offer (including a rights issue, open offer or other offer) to existing shareholders in proportion to their existing holdings; and

(B) paragraph (b) permits the allotment of equity securities for cash (or the sale of treasury shares) up to an aggregate nominal amount of £18,641,505.00 being approximately 12,604,181 Ordinary Shares, representing approximately 10% of the Company's issued Ordinary Share capital, exclusive of treasury shares, immediately after the Share Consolidation referred to in Resolution 2 (assuming that no further Ordinary Shares are issued between the Latest Practicable Date and that time), otherwise than in connection with a pre-emptive offer to existing shareholders (this would, for example, facilitate a share placing); and

(C) paragraph (c) permits as a follow-on offer, the allotment of equity securities for cash (or sell treasury shares) up to an aggregate maximum nominal amount of 20% of any allotment of equity securities or sale of treasury shares allotted pursuant to paragraph (b) of Resolution 4.

Resolution 5 will permit the Directors to allot additional equity securities for cash and sell treasury shares up to an aggregate nominal value of £18,641,505.00 being approximately 12,604,181 Ordinary Shares representing approximately a further 10% of the Company's issued Ordinary Share capital, exclusive of treasury shares, immediately after the Share Consolidation referred to in Resolution 2 (assuming that no further Ordinary Shares are issued between the Latest Practicable Date and that time). 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 twelve months. In addition, paragraph (b) of Resolution 5 will permit the Directors to allot, by way of a follow- on offer, equity securities for cash and sell treasury shares up to an aggregate maximum nominal amount of 20% of any allotment of equity securities or sale of treasury shares allotted pursuant to paragraph (a) of Resolution 5. The proceeds of any follow-on offer under this authority can only however be used for the purposes of financing or refinancing a transaction, as is the case for the authority under paragraph (a) of Resolution 5.

The Directors confirm that they intend to follow the shareholder protections contained in Part 2B of the Pre-Emption Principles.

The authority will replace the authority given to the Directors at the 2026 AGM and will remain in force until the conclusion of the 2027 AGM, or at the close of business on the date that is fifteen months after the date Resolutions 4 and 5 are passed (whichever is earlier). The Directors confirm that they intend to observe the institutional guidelines in respect of allotments of shares for cash.

Resolutions 4 and 5 will be proposed as special resolutions and require the approval of three-quarters of the votes cast at the General Meeting. They are conditional upon Resolution 1, Resolution 2 and Resolution 3 being approved and Admission.

5. Resolution 6 – Purchase of own shares

Resolution 6 is proposed to amend the existing authority for the Company to make purchases of its own Ordinary Shares in issue immediately after the Share Consolidation referred to in Resolution 2 through the market as permitted by the Act. The maximum aggregate number of Ordinary Shares which may be purchased would be 18,893,667 which represents approximately 14.99% of the Company's issued Ordinary Share capital, exclusive of treasury shares, immediately after the Share Consolidation referred to in Resolution 2 (assuming that no further Ordinary Shares are issued between the Latest Practicable Date and that time). The authority also sets out minimum and maximum prices that may be paid for an Ordinary Share.

Listed companies purchasing their own shares can 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 6 would be held as treasury shares. Any shares held in treasury for the purpose of the Company's employee share schemes would count towards the limits in those 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 treasury shares and no voting rights are attached to treasury shares.

Save for the Board's intention announced on 23 February 2026 and confirmed on 17 July 2026 to return to shareholders £1 billion following the completion of the Transaction, of which £200 million is expected to be by way of on-market share buyback programme (though the final form of such buyback programme remains to be determined), 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 6 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.

The Company has share options and awards outstanding over 3,097,365 Ordinary Shares, representing 1.84% of the Company's issued Ordinary Share capital, excluding treasury shares, as at the Latest Practicable Date. If the authority now being sought by Resolution 6 were to be used in full, the total number of share options and awards outstanding would represent 2.17% of the Company's issued Ordinary Share capital, excluding treasury shares, as at that date.

The authority will replace the authority given to the Directors at the 2026 AGM and will remain in force until the conclusion of the 2027 AGM, or at the close of business on the date that is fifteen months after the date Resolution 6 is passed (whichever is earlier).

Resolution 6 will be proposed as a special resolution and requires the approval of three-quarters of the votes cast at the General Meeting. It is conditional upon Resolution 1 and Resolution 2 being approved and Admission.

NOTES:

THE FOLLOWING NOTES EXPLAIN YOUR GENERAL RIGHTS AS A MEMBER AND INFORMATION ABOUT THIS NOTICE OF GENERAL MEETING.

If there are any changes to the arrangements for the General Meeting as set out in this notice, we will notify shareholders as soon as possible via our website, https://matthey.com/general-meeting-2026 and, where appropriate, by Regulatory Information Service announcement. A webcast and telephone conference will be offered so that shareholders can listen to the business of the meeting and ask questions in real time. You will not be able to vote via the webcast or telephone conference so shareholders are encouraged to exercise their votes ahead of the meeting by submitting their proxy forms either electronically or by post. Shareholders are encouraged to monitor the Company's website for any further updates in relation to arrangements for the General Meeting (https://matthey.com).

Shareholders will be able to listen to the business of the meeting and ask questions by using the details below:

Webcast	https://edge.media-server.com/mmc/p/cxnbr34o/
Telephone Conference	Participant Dial in: +44 203 481 4247
International Dial in	USA: +1 646 307 1963
	France: +33 173 023 136
	Germany: +49 695 8996 4217
	Italy: +39 06 9480 0113

The webcast and telephone conference will open 10 minutes prior to the meeting. Please state 'Johnson Matthey General Meeting' to the call handler and have your shareholder reference number to hand as you will be asked to provide this in advance of asking questions. You will not be able to use the webcast or telephone conference to vote on the resolutions. It is therefore recommended that you cast your votes electronically or by post prior to the meeting.

1. Attendance and voting

To be entitled to attend and vote in person or by proxy at the General Meeting, members must be registered on the Company's register of members at 6.30 p.m. on Friday 7 August 2026 or, if the meeting is adjourned, the record date and time for voting at the adjourned meeting will be 48 hours (excluding non-Business Days) before the time set for the adjourned meeting. Changes to entries on the register of members after 6.30 p.m. on Friday 7 August 2026 (or 48 hours (excluding non-Business Days) before the time set for the adjourned meeting) shall be disregarded in determining the rights of any person to attend or vote at the meeting. Voting on Resolutions 1 to 6 set out in the Notice of General Meeting will be conducted on a poll rather than on a show of hands. On a poll, every member shall have one vote for every Ordinary Share held. Once verified, the results of the poll will be announced via a Regulatory Information Service announcement and also on the Company's website, https://matthey.com.

2. Appointment of proxies

A member entitled to attend and vote at the meeting convened by this Notice of 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 can appoint more than one proxy in relation to the meeting, provided that each proxy is appointed to exercise the rights attaching to different shares held by the member. Shareholders may wish to appoint the Chair of the meeting as their proxy, as this will ensure that your vote is counted if you (or any other proxy you appoint) are unable to attend on the day.

In order to be valid, an appointment of proxy must be made either by returning a proxy form or by one of the electronic methods described in notes 3 or 4 below. To be effective, a proxy form must be lodged at the offices of the Company's registrar, Equiniti, in accordance with the instructions provided and received no later than 9.00 a.m. on Friday 7 August 2026.

Members who prefer to register the appointment of their proxy electronically can do so through Equiniti's website (www.shareview.co.uk). You will need to create an online portfolio using your Shareholder Reference Number printed on your proxy form and follow the on-screen instructions. Alternatively, members who have already registered with Equiniti's online portfolio service can appoint their proxy electronically by logging onto www.shareview.co.uk and clicking on the 'Vote Online' link. A proxy appointment made electronically will not be valid if sent to any address other than those provided or if received after 9.00 a.m. on Friday 7 August 2026. If you do not have a proxy form and believe that you should have one, or if you require additional forms, please contact Equiniti by post (Equiniti, Highdown House, Yeoman Way, Worthing, BN99 6DA) or by telephone (+44 (0)371 384 2050; lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday excluding public holidays in England and Wales). If calling from outside of the UK, please ensure the country code is used.

3. 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 (https://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 & International'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 9.00 a.m. on Friday 7 August 2026. 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.

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.

4. Electronic proxy appointment through Proxymity

If you are an institutional investor you may be able to appoint a proxy electronically via the Proxymity platform, a process which has been agreed by the Company and approved by the Registrar. For further information regarding Proxymity, please go to www.proxymity.io. Your proxy must be lodged by 9.00 a.m. on Friday 7 August 2026 in order to be considered valid. Before you can appoint a proxy via this process you will need to have agreed to Proxymity's associated terms and conditions. It is important that you read these carefully as you will be bound by them and they will govern the electronic appointment of your proxy.

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 your proxy form and would like to change the instructions using another proxy form, please contact Equiniti by post (Equiniti, Highdown House, Yeoman Way, Worthing BN99 6DA) or by telephone (+44 (0)371 384 2050; lines are open from 8.30 a.m. to 5.30 p.m. Monday to Friday excluding public holidays in England and Wales). If calling from outside of the UK, please ensure the country code is used. The deadline for receipt of proxy appointments, which is not later than 9.00 a.m. on Friday 7 August 2026, 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. Nominated persons

A copy of this Notice of 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 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.

7. Total voting rights

As at Wednesday 22 July 2026, being the Latest Practicable Date prior to publication of this Notice of General Meeting, the Company's issued share capital (excluding treasury shares) consisted of 168,055,752 Ordinary Shares with nominal value of 110 $^{49}/_{53}$ pence, carrying one vote each. The Company holds 9,231,346 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 Wednesday 22 July 2026 was 168,055,752.

8. Corporate representatives

A member of the Company which is a corporation may authorise a person or persons who 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.

9. Shareholder questions

Members wishing to raise questions relating to the business of the General Meeting may submit their questions in advance of the meeting by sending an email to jmir@matthey.com or writing to the General Counsel and Company Secretary at Johnson Matthey Plc, 5th Floor, 2 Gresham Street, London EC2V 7AD no later than close of business on Friday 7 August

2026. Members or their duly appointed proxies attending the General Meeting have the right to ask questions and those attending virtually may also raise questions in real time via the webcast and telephone conference.

Under section 319A of the 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; or
- 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.

10. Data processing

The Company will process personal data that shareholders provide to the Company, including the personal data of a shareholder's proxy if a proxy is provided. Personal data includes all data provided by shareholders, or on behalf of shareholders, which relates to: (1) the shareholder, including name and contact details, the votes that the shareholder casts and any other personal data collected by the controller regarding the shareholder, e.g. the shareholder's reference/identification number; and (2) any person who is identified as a proxy by a shareholder via a proxy form, including their name and contact details. The Company will also process personal data of shareholders and/or their proxy to the extent that shareholders or their proxy attend meetings held by the Company or the Company makes a recording of these meetings, in which case personal data processed may include images and audio of the shareholder or their proxy which may be captured in the form of photographs and/or video and audio recordings.

Please note that if shareholders either provide the personal data of a proxy or send a proxy to a meeting in their place, the Company requires the shareholder to communicate this privacy information to such proxy. The Company and any third party to which it discloses the data (including the Company's registrar) may process such data for the purposes of maintaining the Company's records, meeting management, managing corporate actions, fulfilling the Company's obligations to shareholders, fulfilling the Company's legal obligations and communicating with shareholders. The Company's lawful bases for the processing described above, for the purposes described above, is that the processing is necessary in order for the Company to: (1) fulfil its legitimate interests; and (2) comply with its legal obligations. All data will be processed in accordance with the Company's privacy notice which can be accessed at https://matthey.com/website-information/privacy-notice.

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