Special dividend and share consolidation mechanics

July 2026

Overview

- Johnson Matthey Plc (‘Johnson Matthey’ or the ‘Company’) intends to return approximately £800 million to ordinary shareholders following completion of the sale of its Catalyst Technologies business to Honeywell Technologies (the ‘Transaction’) in the form of a special dividend of 476.5 pence per ordinary share
- An associated share consolidation is intended, so far as possible, to maintain the comparability of the Company’s share price before and after the special dividend. In doing so, after the share consolidation all shareholders will own the same proportion of the Company
- Ordinary shareholders will hold three new shares for every four existing shares owned on the record date
- The special dividend and associated share consolidation is subject to shareholder approval at a General Meeting to be held on 11 August 2026
- Approximately £200 million is intended to be returned subsequently via an on-market share buyback programme

Timeline

22 May 2025	23 February 2026	17 July 2026	11 August 2026	14 August 2026	17 August 2026	28 August 2026
Catalyst Technologies sale announced	**Updated Transaction and special dividend terms announced**	**Transaction completed**	**General meeting**	**Record date for entitlement to the special dividend and the share consolidation**	**Share consolidation effective and trading in new shares begins**	**Special dividend paid**

If shareholder approval received (applies to 14 August 2026, 17 August 2026 and 28 August 2026)

How the special dividend and share consolidation works

1,906p
Share price[1] (GBp)

476.5p
Special dividend per share (GBp)

Total shares outstanding	Market capitalisation	Special dividend paid	New theoretical market capitalisation[2]
168.1m	**£3,203m**	**£800m**	**£2,403m**

Special dividend paid / Share price = Share reduction %

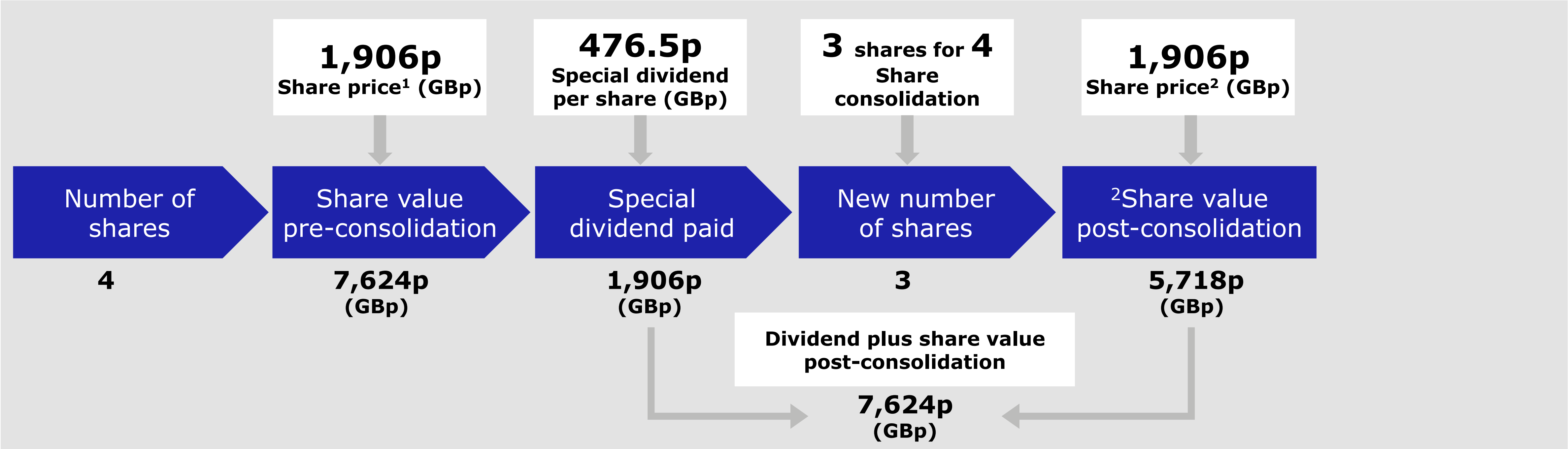
Share reduction % executed using a consolidation ratio of 3 new shares for every 4 existing shares

- Ordinary shareholders will receive 3 new ordinary shares for every 4 existing ordinary shares owned at the record date
- 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

1. Rounded share price, assumed value as at close on the record date.
2. Theoretical value with all other things being equal. In practice subject to normal share price movements.

Illustrative example using 4 ordinary shares

- An investor holding 4 ordinary shares before the special dividend and share consolidation:
  - Would receive a cash dividend of 1,906p
  - The number of shares they own would reduce from 4 to 3
  - This lower number of shares together with a share price assumed to remain at 1,906p (see example below) means that their total value of the investment would reduce from 7,624p[1] to 5,718p[2] but overall ownership proportion in the Company remains the same



1. Rounded share price, assumed value as at close on the record date.
2. Theoretical value with all other things being equal. In practice subject to normal share price movements.

Illustrative example using 8 ADRs

- An investor holding 8 ADRs before the special dividend and share consolidation:
  - Would receive a cash dividend of $101.97
  - The number of ADRs they own would reduce from 8 to 6
  - This lower number of ADRs together with an ADR price assumed to remain at $50.99 means that the total value of their investment would reduce from $407.88[1] to $305.91[2] but overall ownership proportion in the Company remains the same

$50.99
ADR price[1] (US$)

$12.75[2]
Special dividend per ADR (US$)

3 shares for 4
Share consolidation

$50.99
ADR price[3] (US$)

1 ADR
= 2 ordinary shares

Number of ADRs	ADR value pre-consolidation	Special dividend paid	New number of ADRs	[3]ADR value post-consolidation
8	**$407.88 (US$)**	**$101.97 (US$)**	**6**	**$305.91 (US$)**

Dividend plus ADR value post-consolidation

$407.88 (US$)

1. Rounded ADR price, assumed value as at close on the record date.
2. Based on FX rate GBP USD 1.34. Actual FX rate will be in accordance with the Deposit Agreement.
3. Theoretical value with all other things being equal. In practice subject to normal share price movements.

Frequently asked questions

Does the special dividend impact my ordinary dividend?	Your ordinary dividend payments are not affected by the special dividend. They will continue to be paid according to the usual schedule and at the declared rate, unless Johnson Matthey announces any changes separately.
What happens if I participate in the Dividend Reinvestment Plan (DRIP)?	Johnson Matthey currently operates a DRIP under which eligible shareholders may have their dividends reinvested in additional Ordinary Shares in the Company. 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. 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. Please note that that record time and date for participation in the DRIP for the Special Dividend and deadline for receipt of DRIP elections for the Special Dividend is 5.30pm on Friday 14 August.

Frequently asked questions (continued)

What happens to any fractions arising in respect of my Johnson Matthey shares?	As all the existing ordinary shares will be consolidated, you will still hold the same proportion of new ordinary shares in Johnson Matthey as you did prior to the share consolidation. In some circumstances, where the number of existing ordinary shares held by you is not exactly divisible by 4 as at 6.00pm on Friday 14 August, it will be rounded down to the nearest whole number of new ordinary shares and you will be left with a fractional entitlement. After completing the share consolidation all fractional entitlements to the new ordinary shares will be aggregated and then sold in the market on behalf of shareholders. Proceeds of £5 or less from the sale of fractional entitlements will be retained by the Company. Any amounts above £5 will be returned to you.
What happens if I have less than 4 shares?	As set out in the Circular, any shareholders holding fewer than 4 ordinary shares at 6.00pm on Friday 14 August will no longer hold any shares in Johnson Matthey following the consolidation and will cease to be shareholders.

The General Meeting will be held at 9.00am on Tuesday 11 August at Herbert Smith Freehills Kramer, Exchange House, Primrose Street, London EC2A 2EG. Shareholders will be able to attend and participate in the meeting and are entitled to vote on the resolutions.

You may vote either: (i) ahead of the General Meeting by submitting a proxy appointment through a completed Form of Proxy, via eProxy at www.shareview.co.uk, by requesting a hard copy Form of Proxy from Equiniti, or through CREST; or (ii) by attending the General Meeting in person. Please refer to the Circular for further details on the available voting methods. The deadline for receipt of proxy instructions is 9.00am on Friday 7 August.

The Board unanimously recommends that Shareholders vote in favour of the Resolutions to be proposed at the General Meeting.

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