

I/We the undersigned, being (a) holder(s) of shares in the above-named Company, hereby appoint the Chairman of the Annual General Meeting or (see note 1 opposite)

+

Please leave this box blank if you have appointed the Chairman.
Do not insert your own name(s).

(see note 2 opposite)

+

as my/our proxy to attend and to vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held on Wednesday 25th July 2012 at 11am, and at any adjournment thereof, on the Resolutions set out in the Notice of Meeting. I/We wish my/our proxy to vote as indicated on this form. I/We direct further that my/our proxy will vote (or abstain from voting) as he/she thinks fit in his/her sole discretion on any of the resolutions on which I/we do not give a direction and on any other matter which may properly come before the meeting or any adjournment thereof.

☐ Please tick here if this proxy appointment is one of multiple appointments being made (see note 3 opposite).

Please indicate with an 'X' in the appropriate boxes how you wish your votes to be cast (see note 4 opposite).

| | For | Against | Vote Withheld |
|--|--------------------------|--------------------------|--------------------------|
| 1 To receive the Company's accounts for the year ended 31st March 2012. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 2 To receive and approve the directors' remuneration report for the year ended 31st March 2012. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 3 To declare a final dividend of 40 pence per share on the ordinary shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 4 To re-elect Mr TEP Stevenson as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 5 To re-elect Mr NAP Carson as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 6 To re-elect Mr AM Ferguson as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 7 To re-elect Mr RJ MacLeod as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 8 To re-elect Mr LC Pentz as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 9 To re-elect Mr MJ Roney as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 10 To re-elect Mr WF Sandford as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 11 To re-elect Mrs DC Thompson as a director of the Company. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 12 To re-appoint KPMG Audit Plc as auditor for the forthcoming year. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 13 To authorise the directors to determine the remuneration of the auditor. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 14 To authorise the Company and its subsidiaries to make political donations and incur political expenditure within certain limits. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 15 To authorise the directors to allot shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 16 To declare a special dividend of 100 pence per share on the ordinary shares and to approve a consolidation of the ordinary share capital. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 17 To disapply the statutory pre-emption rights attaching to shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 18 To authorise the Company to make market purchases of its own shares. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |
| 19 To authorise the Company to call general meetings other than annual general meetings on not less than 14 clear days' notice. | <input type="checkbox"/> | <input type="checkbox"/> | <input type="checkbox"/> |

Date

2012

Signature

Voting ID

Task ID

Shareholder Reference Number

Notes for completion of Form of Proxy

- 1

You are entitled to appoint a proxy or proxies of your own choice to exercise all or any of your rights to attend, speak and vote on your behalf at the meeting. A proxy need not be a member of the Company. If you wish to appoint as your proxy somebody other than the Chairman of the meeting, please delete the words "the Chairman of the Annual General Meeting" and insert the name of your chosen proxy holder in the space provided in the first box. Please initial the amendment. The proxy must attend the meeting in person to represent you. The completion of a Form of Proxy does not preclude you from attending or voting in person if you so wish.
- 2

If the proxy is being appointed in relation to less than your full voting entitlement, please enter the number of shares over which they are authorised to act as your proxy in the box next to the proxy's name. If this box is left blank your proxy will be deemed to be authorised in respect of your full voting entitlement (or if this Form of Proxy has been issued in respect of a designated account for a shareholder, the full voting entitlement for that designated account).
- 3

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 that member. To appoint more than one proxy, you must complete a separate Form of Proxy for each proxy unless you are appointing the proxies electronically in which case, please refer to note 5. Additional Form(s) of Proxy may be obtained by contacting the Company's registrars, Equiniti, or you may photocopy this form. Equiniti's contact details can be found on page 10 of the Annual General Meeting circular. Please indicate in the box next to the proxy holder's name the number of shares in relation to which they are authorised to act as your proxy. Please also indicate by ticking the box provided if the proxy instruction is one of multiple instructions being given. If returned by post, all forms must be signed and returned together in the same envelope addressed to Equiniti, Freepost SEA10846, Aspect House, Spencer Road, Lancing, West Sussex BN99 6ZL.
- 4

If you do not indicate how you wish your proxy to use your vote on any particular matter, the proxy will exercise his or her sole discretion both as to how he or she votes and whether or not he or she abstains from voting, as he or she will on any other matter arising at the relevant meeting.
- 5

Forms of Proxy, to be valid, must be returned by one of the following methods:
 - in hard copy form by post, by returning the attached form to the address provided on the front of the form not later than 11am on Monday 23rd July 2012; or
 - in hard copy form by courier or by hand, to the offices of the Company's registrars, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 11am on Monday 23rd July 2012; or
 - by electronic submission at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number shown opposite; or
 - in the case of CREST members, by utilising the CREST electronic proxy appointment service in accordance with the procedures set out in the Notice of Meeting and the CREST Manual on the Euroclear website (www.euroclear.com/CREST).
- 6

The 'Vote Withheld' option is to enable you to abstain from any of the specified resolutions. A 'Vote Withheld' has no legal effect and will count neither for nor against a resolution.
- 7

In the case of joint holders, this Form of Proxy may be signed by any of the holders but, if more than one holder votes, the vote of the first named on the Register of Members will be accepted to the exclusion of the votes of the other joint holders.
- 8

In the case of a corporation, this Form of Proxy must be executed under its common seal or under the hand of a duly authorised officer or other person duly authorised for that purpose. In the case of an individual, this Form of Proxy must be signed by the appointer or the appointer's agent, duly authorised in writing.
- 9

The completion and return of this Form of Proxy will not preclude a member from attending the meeting and voting in person.

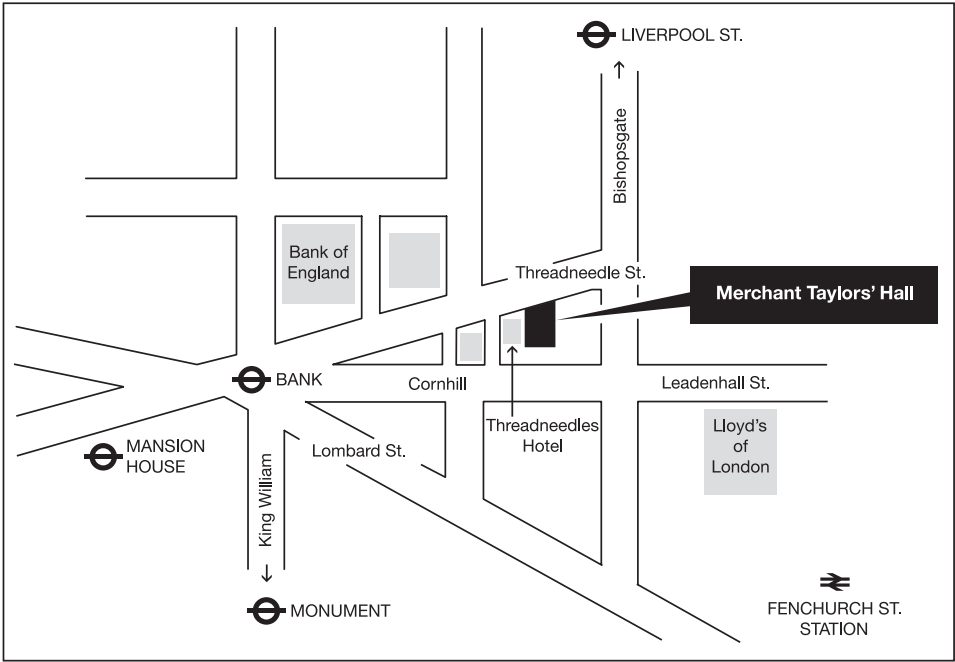
Johnson Matthey Public Limited Company

Attendance Card for Ordinary Shareholders for the Annual General Meeting

to be held at Merchant Taylors' Hall,
30 Threadneedle Street, London EC2R 8JB
on Wednesday 25th July 2012 at 11am.

If you wish to attend the meeting, please sign this card and, on arrival,
hand it to the Company's registrars. This will facilitate entry to the meeting.

Signed



RESPONSE SERVICE
Licence No NAT15581

Equiniti
Aspect House
Spencer Road
LANCING
BN99 6LQ

