

I/We the undersigned, being (a) holder(s) of shares in Johnson Matthey Plc, hereby appoint the **Chairman of the General Meeting** or the following person (see note 1 overleaf):

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Please leave this box blank if you have appointed the Chairman. (see note 2 overleaf)
Do not insert your own name(s).

as my/our proxy to exercise all or any of my/our rights to attend, speak and to vote for me/us in respect of my/our voting entitlement and on my/our behalf at the General Meeting of the Company to be held on Wednesday 16th December 2015 at 11.00 am, 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 overleaf).

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

Resolution 2 is subject to and conditional upon Resolution 1 being passed and becoming unconditional.

	For	Against	Vote Withheld
1 To declare a special dividend of 150 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"/>
2 To authorise the Company to make market purchases of its own shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Date 2015 Signature

Please refer to note 8 overleaf for details of how to return this Form of Proxy.

Voting ID Task ID Shareholder Reference Number

1176-038-S

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Johnson Matthey Public Limited Company

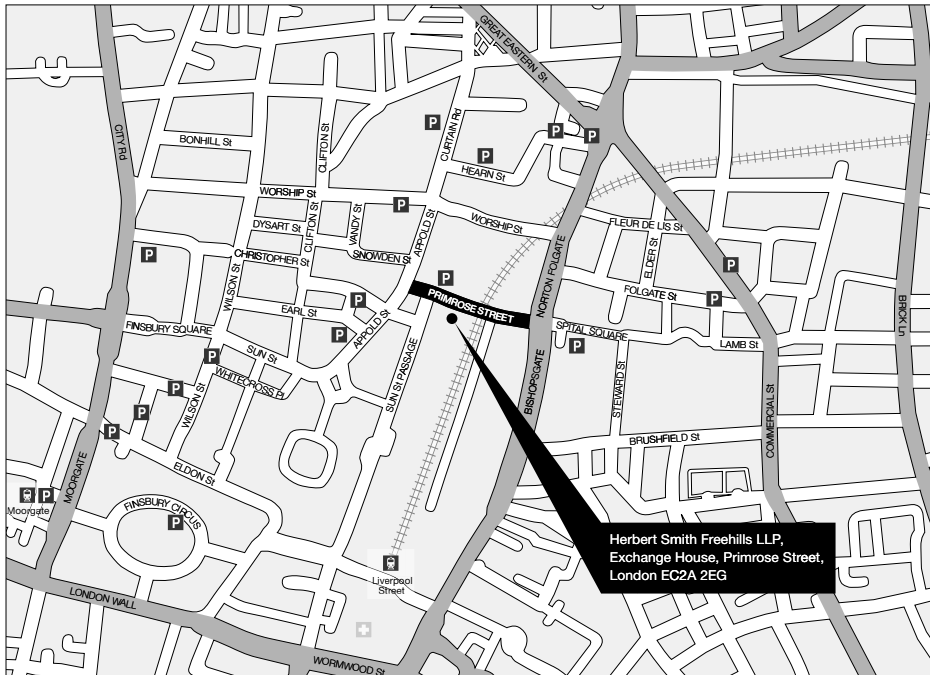
Attendance Card for Ordinary Shareholders for the General Meeting

to be held at the offices of Herbert Smith Freehills LLP, Exchange House, Primrose Street, London EC2A 2EG on Wednesday 16th December 2015 at 11.00 am.

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

Signed _____

Location map



Offices of Herbert Smith Freehills LLP
Exchange House, Primrose Street, London EC2A 2EG

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 General Meeting" and insert the name of your chosen proxy holder in the space provided in the first box. Please initial the amendment unless you are completing an online version. 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 he or she is 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 8. Additional Form(s) of Proxy may be obtained by contacting the Company's registrar, Equiniti, or you may photocopy this form. Equiniti's contact details can be found on page 11 of the Notice of General Meeting. 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 appointments being made. If returned by post, all forms must be signed and returned together in the same envelope addressed to Equiniti, FREEPOST RTHJ-CLLL-KBKU, Aspect House, Spencer Road, Lancing, BN99 8LU.
- 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 meeting.
- 5 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.
- 6 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.
- 7 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.
- 8 To be valid, this Form of Proxy must be received by Equiniti by not later than 11.00 am on Monday 14th December 2015. You may appoint a proxy by:
 - completing and returning the Form of Proxy by post in the pre-paid envelope provided; or
 - completing and returning the Form of Proxy by courier or by hand to the offices of Equiniti (Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA); or
 - electronic submission at www.sharevote.co.uk using the Voting ID, Task ID and Shareholder Reference Number shown overleaf; 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 General Meeting and the CREST manual on the Euroclear website (www.euroclear.com).
- 9 Any alteration made to this Form of Proxy should be initialed by the person signing it.