

For use at the Annual General Meeting on Friday 28th July 2017

Ordinary Shareholders

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 overleaf)

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11/11/2019

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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 Annual General Meeting of the company to be held on Friday 28th July 2017 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 5 overleaf).

- 1 To receive the company's accounts for the year ended 31st March 2017.
- 2 To approve the directors' remuneration report, other than the part containing the directors' remuneration policy, for the year ended 31st March 2017.
- 3 To approve the directors' remuneration policy.
- 4 To declare a final dividend of 54.5 pence per share on the ordinary shares.
- 5 To elect Mrs AO Manz as a director of the company.
- 6 To elect Dr JV Griffiths as a director of the company.
- 7 To re-elect Mr TEP Stevenson as a director of the company.
- 8 To re-elect Ms O Desforges as a director of the company.
- 9 To re-elect Mr AM Ferguson as a director of the company.
- 10 To re-elect Mr RJ MacLeod as a director of the company.
- 11 To re-elect Mr CS Matthews as a director of the company.
- 12 To re-elect Mr CJ Mottershead as a director of the company.
- 13 To re-elect Mr JF Walker as a director of the company.
- 14 To re-appoint KPMG LLP as auditor for the forthcoming year.
- 15 To authorise the Audit Committee of the board to determine the remuneration of the auditor.
- 16 To authorise the company and its subsidiaries to make political donations and incur political expenditure within certain limits.
- 17 To authorise the directors to allot shares.
- 18 To approve the rules of the Johnson Matthey Performance Share Plan.
- 19 To approve the rules of the Johnson Matthey Restricted Share Plan.
- 20 To disapply the statutory pre-emption rights attaching to shares.
- 21 To disapply the statutory pre-emption rights attaching to shares in connection with an acquisition or other capital investment.
- 22 To authorise the company to make market purchases of its own shares.
- 23 To authorise the company to call general meetings other than annual general meetings on not less than 14 clear days' notice.

		vote
For	Against	Withheld

[illegible]

Date	2017	Signature	
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Please refer to note 6 overleaf for details of how to return this Form of Proxy.

Voting ID

Task ID

Shareholder Reference Number

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1176-046-S

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The Royal Society
6-9 Carlton House Terrace
London
SW1Y 5AG

Attendance Card for Ordinary Shareholders for the Annual General Meeting

to be held at The Royal Society,
6–9 Carlton House Terrace, London SW1Y 5AG
on Friday 28th July 2017 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

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 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 6. 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 8 of the Notice of Annual 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 instructions being given. 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, West Sussex, BN99 8LU.
- 4 Any alteration made to this form of proxy should be initialed by the person signing it.
- 5 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.
- 6 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 in the pre-paid envelope provided not later than 11.00 am on Wednesday 26th July 2017; or
 - in hard copy form by courier or by hand, to the offices of the company's registrar, Equiniti, Aspect House, Spencer Road, Lancing, West Sussex BN99 6DA not later than 11.00 am on Wednesday 26th July 2017; or
 - by 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 Annual General Meeting and the CREST Manual on the Euroclear website (www.euroclear.com).
- 7 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.
- 8 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.
- 9 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.