

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

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

(see note 2 overleaf)

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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 Thursday 23rd July 2020 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).

	For	Against	Vote Withheld
1. To receive the company's accounts for the year ended 31st March 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report for the year ended 31st March 2020.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To approve the directors' remuneration policy.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To amend the company's Performance Share Plan Rules.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To declare a final dividend of 31.125 pence per share on the ordinary shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To elect Mr DR Webb as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Dr JV Griffiths as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Ms X Liu as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect Mr RJ MacLeod as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Mrs AO Manz as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Mr CJ Mottershead as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-elect Mr J O'Higgins as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To re-elect Mr P Thomas as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
14. To re-appoint PricewaterhouseCoopers LLP as auditor for the forthcoming year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
15. To authorise the Audit Committee to determine the remuneration of the auditor.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
16. 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"/>
17. To authorise the directors to allot shares.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
18. To disapply the statutory pre-emption rights attaching to shares.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
19. To disapply the statutory pre-emption rights attaching to shares in connection with an acquisition or other capital investment.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
20. To authorise the company to make market purchases of its own shares.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
21. 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"/>

* Special Resolutions

Date2020

Signature

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

Voting ID

Task ID

Shareholder Reference Number

Johnson Matthey Plc

Given the uncertain circumstances in relation to the COVID-19 pandemic and in light of the UK Government guidance to avoid public gatherings, **shareholders will not be able to attend and vote at the Annual General Meeting in person.**

Therefore, we strongly encourage all shareholders to cast their votes by submitting their proxy forms either electronically or by post. Shareholders should appoint the chairman of the Meeting as their proxy in order for their vote to be counted at the AGM. Other proxies appointed will not be permitted to attend the meeting.

Shareholders are invited to send their questions to the company via the website matthey.com/AGM20 or by email jmir@matthey.com. Answers to questions relating to the business of the meeting and received by 11.00am on Wednesday 15th July 2020 will be published on our website prior to the AGM. Answers to questions received after that date will be published on our website as soon as practicable following receipt.

The situation regarding COVID-19 is continuously evolving and the company is following the health advice and guidance of the UK Government. Shareholders are encouraged to monitor the company's website for any further updates in relation to arrangements for the Annual General Meeting (matthey.com/AGM20).

Notes for completion of Form of Proxy

- 1 A member entitled to attend and vote at the meeting convened by the Notice of AGM 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. Given the current Government restrictions, shareholders will not be able to attend the AGM in person and should appoint the Chair of the meeting as their proxy.
- 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 9 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 Tuesday 21st July 2020; 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 Tuesday 21st July 2020; 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.