

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 Chair.
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 29th July 2021 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 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report for the year ended 31st March 2021.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 50.00 pence per ordinary share.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4. To elect Stephen Oxley as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To re-elect Jane Griffiths as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
6. To re-elect Xiaozhi Liu as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7. To re-elect Robert MacLeod as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Chris Mottershead as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
9. To re-elect John O'Higgins as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
10. To re-elect Patrick Thomas as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
11. To re-elect Doug Webb as a director of the company.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
12. To re-appoint PricewaterhouseCoopers LLP as auditor for the forthcoming year.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
13. To authorise the Audit Committee 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 disapply the statutory pre-emption rights attaching to shares.*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
17. 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"/>
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"/>

* Special Resolutions

Date

2021

Signature

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

Voting ID

Task ID

Shareholder Reference Number

+

1176-0063

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Johnson Matthey Plc

We hope that the UK government's roadmap for the easing of COVID-19 restrictions continues to plan so that our Annual General Meeting (AGM) can proceed in the traditional format. However, we ask shareholders to consider if attendance at the AGM is necessary and in line with UK government guidance before travelling. A live webcast and telephone conference will be provided to ensure those that cannot attend in person can still participate and ask questions in real time, details of how to join are included within the important notes within the Notice of AGM. Shareholders can also send their questions to the company in advance of the AGM by emailing jmir@matthey.com.

Your vote is important to us and I strongly encourage all shareholders to exercise their votes by submitting their proxy forms either electronically or by post. Shareholders who wish to appoint a proxy are encouraged to appoint the Chair of the meeting as their proxy, this will ensure that your vote is counted given the unpredictable circumstances. **Our live webcast will not have a voting facility, so it is important that you cast your vote ahead of the meeting.**

The company will continue to closely monitor developments relating to COVID-19, including further UK government guidance and legislation. We will provide updates in relation to our AGM on our website at matthey.com and where appropriate, by Regulatory Information Service announcement.

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 initialised 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 27th July 2021; 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 27th July 2021; 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 appointor or the appointor's agent, duly authorised in writing.