

# Johnson Matthey Plc

## Attendance Card for Ordinary Shareholders for the Annual General Meeting

To be held at Herbert Smith Freehills, Exchange House, 12 Primrose Street,  
City of London EC2A 2EG on Thursday 21<sup>st</sup> July 2022 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

### + Johnson Matthey: 2022 Proxy Form

1176-0066

For use at the 2022 Annual General Meeting (AGM) on Thursday 21<sup>st</sup> July 2022

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

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

(see note 2 overleaf)

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 AGM of the company to be held on Thursday 21<sup>st</sup> July 2022 at 11.00 am, and at any adjournment thereof, on the resolutions set out in the 2022 Notice of Annual General Meeting (Notice). 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		For	Against	Vote Withheld
1. To receive the Company's accounts for the year ended 31 <sup>st</sup> March 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13. To re-appoint PricewaterhouseCoopers LLP as auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2. To approve the directors' remuneration report for the year ended 31 <sup>st</sup> March 2022	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	14. To authorise the Audit Committee to determine the auditor's remuneration	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3. To declare a final dividend of 55 pence per ordinary share	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	15. 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"/>
4. To elect Liam Condon as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	16. To authorise the directors to allot shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. To elect Rita Forst as a director	<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"/>
6. To re-elect Jane Griffiths as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	18. 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"/>
7. To re-elect Xiaozhi Liu as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	19. To authorise the Company to make market purchases of its own shares*	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
8. To re-elect Chris Mottershead as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	20. 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"/>
9. To re-elect John O'Higgins as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
10. To re-elect Stephen Oxley as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
11. To re-elect Patrick Thomas as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
12. To re-elect Doug Webb as a director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				

\* Special Resolutions

Date

2022

Signature

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

Voting ID

Task ID

Shareholder Reference Number

## Finding the venue

The map below illustrates the location of the main entrance of the venue at Herbert Smith Freehills, Exchange House, 12 Primrose Street, City of London EC2A 2EG



Limited car parking facilities are available upon request to [officeoperationshelpdesk@hsf.com](mailto:officeoperationshelpdesk@hsf.com)

A live webcast and telephone conference will be provided to ensure those who cannot attend in person can still participate and ask questions in real time. Details of how to join are included in the important notes in the Notice.

Your vote is important to us and all shareholders are strongly encouraged to exercise their votes by submitting their proxy form(s) either electronically or by post, as this will ensure that your vote is counted if you (or another proxy you appoint) are unable to attend on the day.

**Our live webcast and telephone conference will not have a voting facility, so it is important that you cast your vote ahead of the meeting if you do not plan to attend in person.**

We will provide any updates in relation to our AGM on our website at [matthey.com](http://matthey.com) and where appropriate, by Regulatory Information Service announcement.

### Notes for completion of Proxy Form

1. A member entitled to attend and vote at the meeting convened by the Notice 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.
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 Proxy Form 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 Proxy Form for each proxy unless you are appointing the proxies electronically, in which case please refer to note 6. Additional Proxy Form(s) 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. 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 Proxy Form should be initialled 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. To be valid Proxy Forms 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 19<sup>th</sup> July 2022; 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 19<sup>th</sup> July 2022; or
  - by electronic submission at [sharevote.co.uk](http://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 and the CREST Manual on the Euroclear website ([euroclear.com](http://euroclear.com)); or
  - institutional investors may also be able to appoint a proxy electronically via the Proximity platform – please go to [proximity.io](http://proximity.io). Further details are set out in the Notice.
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 Proxy Form 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 holder(s).
9. In the case of a corporation, this Proxy Form 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 Proxy Form must be signed by the appointor or the appointor's agent, duly authorised in writing.