# Company No. 33774

# JOHNSON MATTHEY PLC

**(the “Company”)**

# Resolutions passed 17th July 2025

At the Annual General Meeting (AGM) of the Company duly convened and held on 17th July 2025, the following resolutions were duly passed:

**As an ordinary resolution:**

**Resolution 15: Authority to Allot Shares**

That the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the Act) to exercise all the powers of the company to allot shares in the company and to grant rights to subscribe for, or to convert any security into, shares in the company (Rights):

a. up to an aggregate nominal amount of £62,058,129; and

b. up to a further aggregate nominal amount of £62,058,129 provided that (i) they are equity securities (within the meaning of section 560(1) of the Act) and (ii) they are offered by way of a rights issue in favour of the holders of ordinary shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter,

provided that this authority shall expire at the conclusion of the company’s next annual general meeting after the passing of this resolution or, if earlier, on 17th October 2026, save that the company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights pursuant to any such offer or agreement as if this authority had not ended, and all unexercised authorities previously granted to the directors to allot shares and grant Rights be and are hereby revoked.

**Resolution 16: Renewal of the Johnson Matthey Share Incentive Plan**

To approve the trust deed and rules of the Johnson Matthey Share Incentive Plan (the SIP), produced in draft to the meeting and a summary of the main provisions of which is set out in Appendix 1 to the Notice of Meeting, be approved, and for the directors to be authorised to do all such acts and things necessary to give effect to the updated documentation governing the SIP.

**As special resolutions:**

**Resolution 17: Disapplication of pre-emption rights**

That, if Resolution 15 is passed, the directors be given power (pursuant to sections 570 and 573 of the Companies Act 2006 (the Act)) to allot equity securities (within the meaning of section 560 of the Act) for cash under the authority given by Resolution 15; and/or sell ordinary shares held by the company as treasury shares for cash as if section 561(1) of the Act did not apply to such allotment, such power to be limited to:

1. the allotment of equity securities or sale of treasury shares in connection with an offer of, or invitation to apply for, equity securities (but in the case of the authority granted under paragraph (b) of Resolution 15 by way of a rights issue only) to holders of ordinary shares in proportion (as nearly as may be practicable) to their existing holdings, subject to any limits or restrictions or arrangements as the directors consider necessary or appropriate to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter;
2. the allotment to any person or persons of equity securities or sale of treasury shares, otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £18,617,438; and
3. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs (a) and (b) of this Resolution 17) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 17, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and such power to apply until the conclusion of the company’s next annual general meeting after the passing of this Resolution 17 or, if earlier, on 17th October 2026 but, in each case during this period the company may make offers and enter into agreements which would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if this authority had not ended.

**Resolution 18: Additional authority to disapply pre-emption rights**

That, if Resolution 15 is passed and in addition to the power granted by Resolution 17, the directors be authorised pursuant to section 570 and section 573 of the Companies Act 2006 (the Act) to allot equity securities (as defined within the Act) for cash under the authority granted under paragraph (a) of Resolution 15 and/or to sell ordinary shares held by the company as treasury shares for cash as if section 561(1) of the Act did not apply to such allotment or sale, such power to be limited to:

1. the allotment of equity securities or sale of treasury shares up to a nominal amount of £18,617,438, such power to be used only for the purposes of financing a transaction which the directors determine to be either an acquisition or a specified capital investment of a kind contemplated by the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice or for the purposes of refinancing such a transaction within 12 months of its taking place; and
2. the allotment of equity securities or sale of treasury shares (otherwise than under paragraph (a) of this Resolution 18) up to a nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 18, such power to be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

such power to apply until the conclusion of the company’s next annual general meeting after the passing of this Resolution 18 or, if earlier, on 17th October 2026 but, in each case, during this period the company may make offers and enter into agreements, which would or might require equity securities to be allotted (and treasury shares to be sold) after the power ends and the directors may allot equity securities (and sell treasury shares) under any such offer or agreement as if the power had not ended.

**Resolution 19: Company’s authority to purchase own shares**   
That the company is generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006 (the Act)) of its own ordinary shares on the terms and in the manner the directors may from time to time determine, provided that:

1. the maximum aggregate number of ordinary shares which may be purchased is 25,159,034 (representing approximately 14.99% of the company’s issued ordinary share capital, excluding treasury shares);
2. the minimum price which may be paid for an ordinary share is 110 49/53 pence (excluding expenses);
3. the maximum price (excluding expenses) which may be paid for an ordinary share is the higher of (i) an amount equal to 105% of the average market value of an ordinary share in the company (as derived from the London Stock Exchange Daily Official List) for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased; and (ii) the higher of the price of the last independent trade and highest current independent bid for an ordinary share in the company on the trading venues where the market purchases by the company pursuant to the authority granted by this Resolution 19 will be carried out; and
4. unless previously renewed, revoked or varied by the company in general meeting, this authority shall expire at the conclusion of the company’s next annual general meeting after the passing of this Resolution 19 or, if earlier, on 17th October 2026, but a contract or contracts of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.

**Resolution 20: Notice period for general meetings, other than annual**

**general meetings**

That a general meeting of the company, other than an annual general meeting, may be called on not less than 14 clear days’ notice.