

Johnson Matthey PLC AGM Date: 2013-07-25

1 Receive the Annual Report

For

2 Approve the Remuneration Report

Abstain

All elements of each directors cash remuneration are disclosed. All share incentive awards are fully disclosed with award dates and prices. Expected values are disclosed for all share incentive awards for each director, which is welcomed. Pension contributions and entitlements are fully disclosed. Maximum potential awards under annual bonus are stated and bonus targets have been disclosed retrospectively, which is welcomed. Executive share schemes long-term performance measures are not linked to non-financial KPIs. Maximum vesting targets are challenging relative to performance required. Minimum vesting targets are not challenging relative to performance required. Vesting scales are sufficiently broad and geared towards better performance. One or more schemes that form part of the company's current remuneration policy and/or awards made during the year do not have neither a hurdle nor a vesting target or two concurrent targets. Total potential rewards under all incentive schemes are excessive. The actual aggregate expected value of short and long term incentive awards granted during the year is less than 200% of salary. The potential aggregate expected value of maximum awards under all the company's actively used incentive schemes is more than 200% of salary. Directors are required to build up a significant shareholding. Schemes are available to enable all employees to benefit from business success. Performance period is less than four years. Other remuneration practices do not raise concerns. All executive directors are employed on one year rolling contracts. Termination payments would normally comprise one year's salary and benefits. Mitigation is applied where appropriate.

3 Approve the dividend

For

4 Elect Mr CS Matthews

For

5 Elect Ms O Desforges

For

6 Re-elect Mr TEP Stevenson

For

7 Re-elect Mr NAP Carson

For

8 Re-elect Mr AM Ferguson

For

9 Re-elect Mr RJ MacLeod

For

10 Re-elect Mr LC Pentz

For

11 Re-elect Mr MJ Roney

For

12 Re-elect Mr WF Sandford	For
13 Re-elect Mrs DC Thompson Independent Non-Executive Director. It is noted that she missed two of the five audit committee meetings; however, the Company has provided explanation for non-attendance.	For
14 Appoint the auditors	For
15 Allow the board to determine the auditors remuneration	For
16 Approve Political Donations The proposed authority is subject to an overall aggregate limit on donations and expenditure of £50,000. Triodos does not support donations for political events and specific political parties as such contributions could be viewed as encouraging preferential treatment and interfering with the democratic process.	Oppose
17 Issue shares with pre-emption rights	For
18* Issue shares for cash	For
19* Authorise Share Repurchase	For
20* Meeting notification related proposal The proposed resolution reflects implementation of the EU Shareholder Rights Directive into English law, which took place on 3 August 2009, as implemented by the company in its Articles of Association. Under the regulations, the minimum notice period for general meetings (other than Annual General Meetings) will increase to 21 days unless shareholders agree on a shorter notice period, in which case it may be 14 days. Shareholder approval is sought to call general meetings on 14 clear days notice. All companies should aim to provide at least 20 working days notice for general meetings in order to give shareholders sufficient time to consider what are often complex issues. Although the proposed change is permissible by the Companies Act, Triodos votes against this resolution.	Oppose