Johnson Matthey PLC AGM Date: 2013-07-25

1 Receive the Annual Report

2 Approve the Remuneration Report
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

4 Elect Mr CS Matthews

5 Elect Ms O Desforges

6 Re-elect Mr TEP Stevenson

7 Re-elect Mr NAP Carson

8 Re-elect Mr AM Ferguson

9 Re-elect Mr RJ MacLeod

10 Re-elect Mr LC Pentz

11 Re-elect Mr MJ Roney

For
12 Re-elect Mr WF Sandford  

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.

14 Appoint the auditors  

15 Allow the board to determine the auditors remuneration  

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.

17 Issue shares with pre-emption rights  

18* Issue shares for cash  

19* Authorise Share Repurchase  

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.