


JOHNSON MATTHEY PLC

MEETING DATE	Wed, 17 Jul 2019 11:00 am	TYPE	AGM	ISSUE DATE	Fri, 12 Jul 2019
MEETING LOCATION	The Institution of Civil Engineers, One Great George Street, Westminster, London, SW1P 3AA				
CURRENT INDICES	FTSE 100				
SECTOR	Specialty Chemicals				

PROPOSALS		ADVICE
1	<p>Receive the Annual Report Strategic report meets guidelines. Adequate employment and environmental policies are in place and relevant, up-to-date, quantified, environmental reporting is disclosed. The Company also disclosed the proportion of women on the Board, in Executive Management positions and within the whole organisation. Support is recommended.</p>	For
2	<p>Approve the Remuneration Report Disclosure:All elements of the Single Total Remuneration Table are adequately disclosed. The change in the CEO's salary is in line with the rest of the Company, as the CEO's salary rose by 2.5%, and the change in the salaries of the employee comparator group chosen by the Company was an increase of 7.37%. The CEO's salary is in the upper quartile of the Company's comparator group. Performance conditions and past targets for the annual bonus are adequately disclosed. Performance conditions and targets for the PSP are adequately disclosed. All share incentive awards are fully disclosed with award dates and prices. Balance:Changes in CEO pay in the last five years are considered to be in line with changes in TSR over the same period. Total variable pay for the year under review is at 211.9% of the salary(Annual Bonus 80.7% and LTIP 131.2%)s and is considered excessive. The ratio of CEO pay compared to average employee pay is not acceptable at 34:1; it is recommended that the ratio does not exceed 20:1. Rating:AC Triodos abstains on this resolution.</p>	Abstain
3	<p>Approve the Dividend A final dividend of GBP 62.25 pence per share is proposed. This payment is covered by earnings.</p>	For
4	<p>Elect Xiaozhi Liu Independent Non-Executive Director.</p>	For
5	<p>Re-elect Alan Ferguson Senior Independent Director. Considered independent.</p>	For
6	<p>Re-elect Jane Griffiths Independent Non-Executive Director.</p>	For
7	<p>Re-elect Robert MacLeod Chief Executive.</p>	For
8	<p>Re-elect Anna Manz Executive Director.</p>	For
9	<p>Re-elect Chris Mottershead Independent Non-Executive Director.</p>	For
10	<p>Re-elect John O'Higgins Independent Non-Executive Director.</p>	For
11	<p>Re-elect Patrick Thomas Chair. Independent upon appointment.</p>	For
12	<p>Re-elect John Walker Executive Director.</p>	For

13	Appoint the Auditors PwC proposed. Non-audit fees represented 19.23% of audit fees during the year under review and 24.64% on a three-year aggregate basis. This level of non-audit fees does not raise serious concerns about the independence of the statutory auditor. Support is recommended.	For
14	Allow the Board to Determine the Auditor's Remuneration Standard proposal.	For
15	Approve Political Donations The proposed authority is subject to an overall aggregate limit on political donations and expenditure of GBP 50,000. The Company did not make any political donations or incur any political expenditure and has no intention either now or in the future of doing so. Triodos considers political donations as an inappropriate use of shareholder funds.	Oppose
16	Issue Shares with Pre-emption Rights The authority is limited to 33% of the Company's issued share capital and expires at the next AGM. Within acceptable limits.	For
17*	Issue Shares for Cash Authority is limited to 5% of the Company's issued share capital and will expire at the next AGM. Within acceptable limits.	For
18*	Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment The Board is seeking approval to issue up to an additional 5% of the Company's issued share capital for cash for use only in connection with an acquisition or a specified capital investment. Such proposal is not supported as it is considered that the 5% limit sought under the general authority above is sufficient. Best practice would be to seek a specific authority from shareholders in relation to a specific transaction if such situation arises. As this is not the case, an oppose vote is therefore recommended.	Oppose
19*	Authorise Share Repurchase The authority is limited to 10% of the Company's issued share capital and will expire at the next AGM. This resolution will not be supported unless the Board has set forth a clear, cogent and compelling case demonstrating how the authority would benefit long-term shareholders. As no clear justification was provided by the Board, an oppose vote is recommended.	Oppose
20*	Meeting Notification-related Proposal 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 does not support this resolution.	Oppose
21*	Adopt New Articles of Association This proposal is considered to be a technical item in order to publish a new version of the Articles, including the proposed amendments. Support is recommended.	For

* = *Special resolution*

SUPPORTING INFORMATION FOR RESOLUTIONS

Proposal 18 - Issue Shares for Cash for the Purpose of Financing an Acquisition or Other Capital Investment

The Company has stated that this additional authority will only be used to fund one or more acquisitions or specified capital investments, in line with the Pre-Emption Group Guidelines. This recommendation is not supported by PIRC.

Proposal 20 - Meeting Notification-related Proposal

The proposed resolution reflects the 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.

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