

Company Number 7419436

Johnson Matthey South Africa Holdings Limited
(the "Company")

Directors' Statement for the purposes of Section 644(5) of the Companies Act 2006

On 3 May 2011, the Company passed a special resolution to reduce its share capital (the "**Special Resolution**") The Special Resolution was supported by a solvency statement made by the Company's directors on 3 May 2011 (the "**Solvency Statement**")

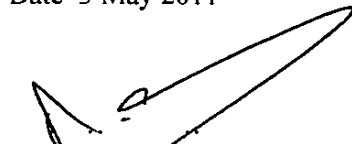
We, being all of the directors of the Company, confirm, for the purposes of section 644(5) of the Companies Act 2006 (the "**2006 Act**"), that the Solvency Statement was

- (a) made not less than 15 days before the date on which the Special Resolution was passed, and
- (b) provided to members in accordance with section 642(2) of the 2006 Act



Marcela Soler
Director

Date 3 May 2011



Alejandro Rivera Leal
Director

Date 3 May 2011

