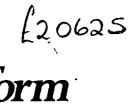
THOUSAVO)

Please do not work

in the space below

For Inland Revenue, use only ous And





Please

NOTE

This return must be

delivered to the

Registrar within a period of 28 days

beginning with the first date on which

shares to which it relates were

placed in treasury must be "qualifying shares" as defined

by section 162(4) of

the Companies Act

1985

delivered to the company Shares

complete

legibly in black type, or bold block lettering

16

£1

Return by a public company purchasing its own shares for holding in treasury

Pursuant to section 169(1B) of the Companies Act 1985 CHFP010 Company Number 33774

Company Name in full

Johnson Matthey plc

PART A: PURCHASE BY COMPANY OF ITS OWN SHARES FOR HOLDING IN TREASURY

Ordinary Ordinary Class of shares (ordinary or preference etc) Number of shares 150,000 115,000 Date(s) shares de -11/09/2007 10/09/2007 12/09/200 livered to the company

For each share Nominal value £1 £1 Maximum price paid £15 8568 £15 4448 £15 6048 Minimum price paid £15 4448 £15 6048 £15 8568

The aggregate amount paid by the company for the shares to which this return relates was

£ 4.124.433 14

Stamp Duty is payable on the aggregate amount at the rate of 0.5 % rounded up to the nearest multiple of £5

£ 20,625 00



Class of shares (ordinary or preference etc) Number of shares Nominal value of each share Date(s) shares de livered to the company

_	

** Delete as appropriate

Signed

Assistant Company Secretary,

Date

Johnson Matthey plc

25/09/200

You do not have to give any contact information in the box opposite, but if you do, it will help Companies House to contact you if there is a query on the form The contact information that you give will be visible to searchers of the public

record

04/10/2007 COMPANIES HOUSE

701

When you have completed and signed the form and it has been stamped by the Inland Revenue please send it to the Registrar of Companies at Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff for companies registered in England and Wales or Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB DX 235 Edinburgh or LP - 4 Edinburgh 2

for companies registered in Scotland

(***a director / secretary / administrator / admi

40-42 Hatton Garden, London, EC1N 8EE

Tel 020 7269 8400

DX number

DX exchange

A07

10/03

Notes for completion

1 If this return shows that shares have been purchased to be held in treasury, before it is delivered to Companies House the return must be "stamped" by the Inland Revenue Stamp Office to confirm that the appropriate amount of Stamp Duty has been paid. If the return has not been stamped Inland Revenue penalties may apply. The Inland Revenue Stamp Office is located at

London Stamp Office Ground Floor South West Wing Bush House Strand London WC2B 4QN

Tel 020 7438 7252 / 7452

Cheques for Stamp Duty must be made payable to "Inland Revenue - Stamp Duties" and crossed "Not Transferable"

- 2. After this form has been "stamped" and returned to you by the Inland Revenue it must be sent to the Registrar of Companies (addresses overleaf)
- 3. Note if this return shows that fully paid bonus shares have been placed in treasury (that is, no entry has been made in part A), the form should be sent directly to Companies House

