

No. 33774

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

RESOLUTIONS OF

**JOHNSON MATTHEY
PUBLIC LIMITED COMPANY**

(Passed 21st July 2009)

At the Annual General Meeting of the Company duly convened and held on 21st July 2009 the following resolutions were duly passed: 12 and 13 as Ordinary Resolutions and 14, 15 and 16 as Special Resolutions:

ORDINARY RESOLUTION

Resolution 12

That the authorised share capital of the Company be increased from £291,550,000 to £365,000,000 by the creation of 73,450,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares of £1 each in the capital of the Company.

Resolution 13

That the directors be and they are generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 to exercise all the powers of the Company to allot:

- (a) relevant securities (within the meaning of section 80(2) of the 1985 Act) up to an aggregate nominal amount of £71,558,579; and
- (b) relevant securities comprising equity securities (within the meaning of section 94 of the 1985 Act) up to a further aggregate nominal amount of £71,558,579 provided that they are offered by way of a rights issue to holders of ordinary shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interest of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective number of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require relevant securities to be allotted after such expiry and the directors shall be entitled to allot relevant securities pursuant to any such offer or agreement as if this authority had not expired; and all



unexercised authorities previously granted to the directors to allot relevant securities be and are hereby revoked.

SPECIAL RESOLUTIONS

Resolution 14

That the directors be and are hereby empowered pursuant to section 95 of the Companies Act 1985 (the "1985 Act") to allot equity securities (within the meaning of sections 94(2) to 94(3A) of the 1985 Act) wholly for cash either pursuant to the authority conferred by resolution 13 above or by way of a sale of treasury shares as if section 89(1) of the 1985 Act did not apply to any such allotment or sale, provided that this power shall be limited to:

- (a) the allotment of equity securities in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of resolution 13 by way of a rights issue only) in favour of the holders of ordinary shares on the register of members at such record date(s) as the directors may determine where the equity securities respectively attributable to the interests of the ordinary shareholders are proportionate (as nearly as may be practicable) to the respective numbers of ordinary shares held or deemed to be held by them on any such record date(s), subject to such exclusions or other arrangements as the directors may deem necessary or expedient to deal with treasury shares, fractional entitlements or legal or practical problems arising under the laws of any overseas territory or the requirements of any regulatory body or stock exchange or by virtue of shares being represented by depositary receipts or any other matter; and
- (b) the allotment of equity securities, otherwise than pursuant to sub-paragraph (a) above, up to an aggregate nominal value of £11,033,680

and shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, save that the Company shall be entitled to make offers or agreements, before the expiry of such authority which would or might require equity securities to be allotted after such expiry and the directors shall be entitled to allot equity securities pursuant to any such offer or agreements as if this authority had not expired.

Resolution 15

That, in accordance with Chapter VII of Part V of the Companies Act 1985 (the "1985 Act"), the Company be generally and unconditionally authorised to make market purchases (as defined in section 163(3) of the 1985 Act) of its own ordinary shares on such terms and in such manner as the directors may from time to time determine, provided that:

- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 21,467,573 (representing 10% of the Company's issued ordinary share capital (excluding treasury shares) as at 29 May 2009 (the latest practicable date prior to publication of this circular));
- b. the minimum price which may be paid for an ordinary share is 100p (excluding expenses);
- c. the maximum price which may be paid for an ordinary share is an amount equal to 105% of the average of the middle market quotations for an ordinary share of the Company as derived from the London Stock Exchange Daily Official List for the five business days immediately preceding the day on which the ordinary share is contracted to be purchased (excluding expenses); and

- d. unless previously renewed, revoked or varied, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution, but a contract or contracts of purchase may be made before such expiry which will or may be executed wholly or partly thereafter and a purchase of shares may be made in pursuance of any such contract.

Resolution 16

That a general meeting other than an annual general meeting may be called on not less than 14 clear days' notice.



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S Farrant
Secretary