



COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

JOHNSON MATTHEY PUBLIC LIMITED COMPANY

1. The name of the Company is "JOHNSON MATTHEY PUBLIC LIMITED COMPANY"*.
2. The Company is to be a public company.
3. The Registered Office of the Company will be situated in England and Wales.
4. The objects for which the Company is established are:-
 - (1) To carry on all or any of the following businesses, namely:
 - (a) Refiners of precious and other metals of all kinds, including the purchase, assay and treatment of ores, concentrates, mining residues, and secondary and scrap materials containing precious or other metals.
 - (b) Manufacturers of metals and chemicals of all kinds, including precious and other metals, whether by mechanical, chemical or other processes and for specialised industrial or any other use.

*Note: The name of the Company was changed from "Johnson, Matthey & Co., Limited" by a resolution of the Directors passed 17 June 1981, pursuant to Section 8 of the Companies Act 1980.

- (c) Manufacturers of products of all kinds used or useful in the jewellery and allied trades and in particular products for the dental profession.
 - (d) Manufacturers of specialised chemical and high purity metals for industrial applications of all kinds and for analysis and research; and high purity salts and chemical compounds.
 - (e) Manufacturers of liquid lustre colours, enamels, glazes and stains, lithographical and screen transfers and products of every description for use in the decoration of china, porcelain, earthenware, glass, metals, plastic and synthetic materials of all kinds; and manufacturers of cadmium and inorganic pigments for application in plastics, paint, rubber, cement, printing inks, artists' colours and other products.
 - (f) Manufacturers and hirers of and dealers in any apparatus, implements, instruments or things of any description made either wholly or partly of any precious or other metals.
 - (g) Bankers and dealers in gold, platinum, silver and other precious metals and in metals and chemicals of all descriptions.
- (2) To control and co-ordinate the business of any companies in which the Company is for the time being interested.
 - (3) To do research work and make experiments in connection with any business of the Company, and to apply for and otherwise acquire in any part of the world, any patents, patent rights, brevets d'invention, licences, protections and concessions which may appear likely to be advantageous or useful to the Company, and to use and manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting upon and testing and improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.
 - (4) To carry on in any part of the world and any other business or activity which may seem to the Company capable of being conveniently carried on in connection with any of the above businesses or calculated directly or indirectly to further or facilitate the objects of the Company or to enhance the value of or render more profitable any of the Company's property or assets.

- (5) To purchase, take on lease or in exchange or otherwise acquire, hold and manage any lands or buildings of freehold, leasehold or other tenure or any estate or interest therein, and any other property of any description, whether real or personal, and any easements or rights over or in connection therewith, and to develop, deal with and turn the same to account in all respects as may seem expedient.
- (6) To adopt such means for making known any services provided by the Company and keeping the same before the public as may be deemed expedient and in particular to employ advertising and public relations techniques of all kinds.
- (7) To acquire and undertake the whole or any part of the business, goodwill and assets of any company carrying on or proposing to carry on any of the businesses which the Company is authorised to carry on or which can be carried on in conjunction therewith or which are capable of being conducted directly or indirectly to the benefit of the Company, and as part of the consideration for such acquisition to undertake all or any of the liabilities of such company or to acquire an interest in, amalgamate or enter into any arrangement for sharing profits, or for co-operation or for limiting competition, or for mutual assistance, with any such company, and to give or accept by way of consideration for any of the acts or things aforesaid or property acquired, any shares, debentures, debenture stock or other securities that may be agreed, and to hold and retain or sell, mortgage and deal with any shares, debentures, debenture stock or other securities so received.
- (8) To establish or promote or concur in establishing or promoting any company the establishment or promotion of which shall be considered desirable in the interests of the Company and to subscribe for, underwrite, purchase or otherwise acquire and hold the shares, stocks, debentures, debenture stock or other securities and obligations of any such company.
- (9) To vest any real or personal property, rights or interests acquired by or belonging to the Company in any company on behalf or for the benefit of the Company, with or without any declared trust in favour of the Company.
- (10) To invest and deal with the moneys of the Company not immediately required in any manner.
- (11) To lend and advance money or give credit or financial accommodation to such companies on such terms as may seem expedient.

- (12) To receive money on deposit or loan, and to borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as the Company shall think fit, and in particular by the issue of debentures or debenture stock (perpetual or otherwise) and to secure the repayment of any moneys borrowed, raised or owing by mortgage, charge or lien upon the whole or any part of the Company's property or assets (whether present or future) including its uncalled capital, and also by a similar mortgage, charge or lien to secure and guarantee the performance of any obligation or liability undertaken by the Company or any other company as the case may be.
- (13) To guarantee the performance of any contract or obligation and the payment of money of or by any company and generally to give guarantees and indemnities.
- (14) To draw, make accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures, debenture stock and other negotiable or transferable instruments.
- (15) To apply for, promote, and obtain any Act of Parliament, charter, contract, decree, right, privilege, concession, licence or authorisation of any Government, State or municipality, Provisional Order or Licence of the Board of Trade or other authority for enabling the Company to carry any of its objects into effect or for extending any of the powers of the Company or for effecting any modification of the constitution of the Company or for any other purpose which may seem expedient, to carry out, exercise and comply with any such charter, contract, decree, right, privilege, concession, licence or authorisation and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (16) To enter into any arrangements with any governments or authorities (supreme, municipal, local or otherwise) or any companies that may seem conducive to the objects of the Company or any of them.
- (17) To act as agents or brokers (but not as stock or share brokers) and as trustees for any company, and to undertake and perform sub-contracts.
- (18) To remunerate any company rendering services to the Company, whether by cash payment or by the allotment of shares, debentures, debenture stock, or other securities of the Company credited as paid up in full or in part or otherwise.

- (19) To pay out of the funds of the Company all expenses which the Company may lawfully pay of or incidental to the formation and registration of or the raising of money for the Company or the issue of its capital, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares, debentures, debenture stock or other securities of the Company.
- (20) To establish and maintain, or procure the establishment and maintenance of, any pension or superannuation funds (whether contributory or otherwise) for the benefit of, and to give or procure the giving of donations, gratuities, pensions, allowances and emoluments to any persons who are or were at any time in the employment or service of the Company, or any of its predecessors in business or of any company which is a subsidiary of the Company or is allied to or associated with the Company or with any such subsidiary, or who may be or have been Directors or officers of the Company, or of any such company as aforesaid, or any person in whose welfare the Company or any such other company as aforesaid is or has been at any time interested, and the wives, widows, families, relations and dependants of any such persons, and to establish, subsidise and subscribe to any institutions, associations, societies, clubs or funds calculated to be for the benefit of, or to advance the interests and well-being of the Company or of any other company as aforesaid or of any such persons as aforesaid, and to make payments for or towards the insurance of any such persons as aforesaid.
- (21) To subscribe or guarantee money for charitable or benevolent objects, or for any exhibition, or for any public, general or useful object, or for any purpose likely directly or indirectly to further the objects of the Company.
- (22) To procure the Company to be registered or recognised in any part of the world outside the United Kingdom.
- (23) To sell, exchange, mortgage, let on rent, share of profit or otherwise, grant licences, easements, options and other rights over and in any other manner deal with or dispose of all or any part of the undertaking, property, assets, rights and effects of the Company for such consideration as may be thought fit and in particular for shares, stocks, debentures, debenture stock or other obligations or securities, whether fully or partly paid up, of any other company.
- (24) To distribute among the members of the Company in kind any property of the Company (whether by way of dividend or otherwise) and in particular any shares, debentures, debenture stock or other securities belonging to the

Company or of which the Company may have the power of disposing.

- (25) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise and either alone or in conjunction with others, and either by or through agents sub-contractors, trustees or otherwise.
- (26) To do all such things as may be deemed incidental or conducive to the attainment of the above objects or any of them.

AND IT IS HEREBY DECLARED THAT:-

- (a) The word "company" in this clause, except where used in reference to the Company, shall be deemed to include any partnership, firm or other person or body of persons whether corporate or unincorporate, and whether domiciled in the United Kingdom or elsewhere, and
- (b) The objects specified in each of the paragraphs of this clause shall be regarded as independent objects, and accordingly shall in nowise be limited or restricted (except where otherwise expressed in such paragraphs) by reference to or inference from the terms of any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and construed in as wide a sense as if each of the said paragraphs defined the objects of a separate and distinct company.

Provided that nothing herein contained shall empower the Company to carry on the business of assurance, insurance or re-insurance within the meaning of the Insurance Companies Act, 1958, or of any Act amending, extending or re-enacting the same.

- 5. The liability of the members is limited.
- 6. The Share Capital of the Company is £1,150,000, divided into 450,000 Preference Shares of £1 each and 700,000 Ordinary Shares of £1 each*

*Notes:

- (1) As altered by Scheme of Arrangement sanctioned by Order of Court, dated 10th July, 1939, and which became effective on 20th July, 1939.
- (2) Subsequently increased as follows:-
 - On 8 January 1948, to £1,200,000 by the creation of 50,000 new Ordinary Shares of £1 each.
 - On 30 July 1951, to £1,950,000 by the creation of 750,000 new Ordinary Shares of £1 each.
 - On 28 July 1954, to £4,450,000 by the creation of 2,500,000 new Ordinary Shares of £1 each.
 - On 29 July 1959, to £6,450,000 by the creation of 2,000,000 new Ordinary Shares of £1 each.
 - On 1 April 1963, to £8,950,000 by the creation of 2,500,000 new Ordinary Shares of £1 each.
 - On 31 January 1967, to £17,450,000 by the creation of 8,500,000 new Ordinary Shares of £1 each.
 - On 24 January 1979, to £60,450,000 by the creation of 43,000,000 new Ordinary Shares of £1 each.
 - On 30 July 1980, to £120,450,000 by the creation of 60,000,000 new Ordinary Shares of £1 each.
 - On 8 January 1981, to £160,450,000 by the creation of 40,000,000 new Ordinary Shares of £1 each.
 - On 30 July 1981, to £175,450,000 by the creation of 15,000,000 new Ordinary Shares of £1 each.
 - On 6 December 1984, to £220,411,947 by the creation of 25,259,521 8 per cent. Convertible Cumulative Preference Shares of £1 each and 19,702,426 new Ordinary Shares of £1 each.
 - On 15 September 1995 to £292,000,000 by the creation of 71,588,053 new Ordinary Shares of £1 each.
 - On 17 September 1999 the authorised capital of the Company was reduced from £292,000,000 to £291,550,000 by the cancellation of the then outstanding 450,000 5% Cumulative Preference Shares of £1 each
 - On 21 July 2009 the authorised capital of the Company was increased to £365,000,000 by the creation of 73,450,000 new Ordinary Shares of £1 each.
- (3) On 14 October 1994, the then remaining 8 per cent. Convertible Cumulative Preference Shares of £1 each were compulsorily converted into Ordinary Shares of £1 each.

WE, the several persons whose names and addresses are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of Shares in the Capital of the Company set opposite to our respective names.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS	Number of Ordinary Shares taken by each Subscriber
GEORGE MATTHEY, 78 Hatton Garden, London EC <i>Metallurgist and Assayer</i>	One Ordinary Share
JOHN S. SELLON 78 Hatton Garden, London EC <i>Metallurgist and Assayer</i>	One Ordinary Share
EDWARD MATTHEY 78 Hatton Garden, London EC <i>Metallurgist and Assayer</i>	One Ordinary Share
RICHARD D. MATTHEY 78 Hatton Garden, London EC <i>Metallurgist and Assayer</i>	One Ordinary Share
JOHN S. PYBUS-SELLON 78 Hatton Garden, London EC <i>Metallurgist and Assayer</i>	One Ordinary Share
CYRIL G. R. MATTHEY 78 Hatton Garden, London EC <i>Metallurgist and Assayer</i>	One Ordinary Share
PERCY ST. CLAIR MATTHEY 78 Hatton Garden, London EC <i>Metallurgist and Assayer</i>	One Ordinary Share
REGINALD S. SELLON 78 Hatton Garden, London EC <i>Metallurgist and Assayer</i>	One Ordinary Share

DATED this 10th day of April 1891

Witness to all the above signatures:-

RICHD. S. TAYLOR
 Gray's Inn
 London
 Solicitor