

No 33774

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COMPANIES HOUSE

JOHNSON MATTHEY PUBLIC LIMITED COMPANY

Resolutions passed 25 July 2012

At the Annual General Meeting of the Company duly convened and held on 25 July 2012 the following resolutions were duly passed 15 as an Ordinary Resolution and 17, 18 and 19 as Special Resolutions

ORDINARY RESOLUTION

Resolution 15

That the directors be and they are hereby generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the "2006 Act") to exercise all the powers of the Company to allot shares in the Company and to grant rights to subscribe for, or to convert any security into, shares in the Company ("Rights")

- (a) up to an aggregate nominal amount of £71,558,579, and
- (b) up to a further aggregate nominal amount of £71,558,579 provided that (i) they are equity securities (within the meaning of section 560(1) of the 2006 Act) and (ii) they are offered by way of a rights issue 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

provided that this authority shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, on 25th October 2013, save that the Company shall be entitled to make offers or agreements before the expiry of such authority which would or might require shares to be allotted or Rights to be granted after such expiry and the directors shall be entitled to allot shares and grant Rights 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 shares and grant Rights be and are hereby revoked

SPECIAL RESOLUTIONS

Resolution 17

That, subject to the passing of Resolution 15, the directors be and they are hereby empowered pursuant to sections 570 and 573 of the Companies Act 2006 (the "2006 Act") to allot equity securities (within the meaning of section 560 of the 2006 Act) for cash either pursuant to the authority conferred by Resolution 15 or by way of a sale of treasury shares as if section 561(1) of the 2006 Act did not apply to any such allotment, 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 15 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 to any person or persons of equity securities, otherwise than pursuant to paragraph (a) above, up to an aggregate nominal value of £11,033,680

and this power shall expire upon the expiry of the general authority conferred by Resolution 15, 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 agreement as if this authority had not expired


Resolution 18

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006) 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 20,491,774 (representing approximately 10% of the Company's issued ordinary share capital (excluding treasury shares) immediately after the share consolidation pursuant to Resolution 16 or, if Resolution 16 is not passed, 21,467,573 existing ordinary shares of 100 pence ("Existing Ordinary Shares") representing approximately 10% of the issued ordinary share capital of the Company as at 18th June 2012 (the latest practicable date prior to publication of this Notice of Annual General Meeting)),
- (b) the minimum price which may be paid for an ordinary share is 104 16/21 pence (excluding expenses) or, if Resolution 16 is not passed, the minimum price which may be paid for an Existing Ordinary Share is 100 pence (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 in 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 by the Company in general meeting, the authority hereby conferred shall expire at the conclusion of the next annual general meeting of the Company after the passing of this resolution or, if earlier, on 25th October 2013, 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 19

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



S Farrant
Secretary