

Company No. 33774

**JOHNSON MATTHEY PLC
(the "Company")**

THURSDAY



A18

AC94JRN4

03/08/2023

COMPANIES HOUSE

#175

Resolutions passed 20th July 2023

At the Annual General Meeting (AGM) of the Company duly convened and held on 20th July 2023, the following resolutions were duly passed:

As an ordinary resolution:

Resolution 18: Authority to Allot Shares

That the directors be generally and unconditionally authorised in accordance with section 551 of the Companies Act 2006 (the 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 £67,831,612; and
- b. up to a further aggregate nominal amount of £67,831,612 provided that (i) they are equity securities (within the meaning of section 560(1) of the 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 20th October 2024, 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.

As special resolutions:

Resolution 19: Authority to disapply pre-emption rights

That, subject to the passing of Resolution 18, the directors be authorised pursuant to sections 570 and 573 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 18 or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment, provided that this power shall be limited to:

- a. the allotment of equity securities or sale of treasury shares in connection with an offer of securities (but in the case of the authority granted under paragraph (b) of

Resolution 18 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 or sale of treasury shares, otherwise than pursuant to paragraph (a) above, up to an aggregate nominal amount of £20,349,483; and
- c. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraphs (a) and (b) of this Resolution 19) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (b) of this Resolution 19, provided that the authority under this paragraph (c) shall be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and this power shall expire upon the expiry of the general authority conferred by Resolution 18, 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 20: Additional authority to disapply pre-emption rights

That, subject to the passing of Resolution 18 and in addition to the power conferred by Resolution 19, the directors be authorised pursuant to section 570 and section 573 of the Companies Act 2006 (the Act) to allot equity securities (within the meaning of section 560 of the Act) for cash either pursuant to the authority conferred by Resolution 18 or by way of a sale of treasury shares as if section 561(1) of the Act did not apply to any such allotment provided that this power shall only be used for the purposes of financing (or refinancing, if the authority is to be used within twelve months after the original transaction) a transaction which the directors determine to be an acquisition or specified capital investment of a kind contemplated by the definition set out in the Appendix to the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice, and shall be limited to:

- a. the allotment to any person or persons of equity securities, or sale of treasury shares up to an aggregate nominal amount of £20,349,483; and
- b. the allotment of equity securities or sale of treasury shares (otherwise than pursuant to paragraph (a) of this Resolution 20) up to an aggregate nominal amount equal to 20% of any allotment of equity securities or sale of treasury shares from time to time under paragraph (a) of this Resolution 20, provided that the authority under this paragraph (b) shall be used only for the purposes of making a follow-on offer which the directors determine to be of a kind contemplated by paragraph 3 of Section 2B of the Statement of Principles on Disapplying Pre-Emption Rights most recently published by the Pre-Emption Group prior to the date of this notice,

and shall expire upon the expiry of the general authority conferred by Resolution 18 above, save that the Company shall be entitled to make offers or agreements before the expiry

of such power 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 the power conferred hereby had not expired.

Resolution 21: Authority to purchase own shares

That the Company be generally and unconditionally authorised to make market purchases (within the meaning of section 693(4) of the Companies Act 2006 (the Act)) of its own ordinary shares on the terms and in the manner the directors may from time to time determine, provided that:

- a. the maximum aggregate number of ordinary shares hereby authorised to be purchased is 18,345,341 (representing approximately 10% of the Company's issued ordinary share capital, excluding treasury shares);
- b. the minimum price which may be paid for an ordinary share is 110^{49/53} pence (excluding expenses);
- c. the maximum price (excluding expenses) which may be paid for an ordinary share is the higher of (i) 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 and (ii) the higher of the price of the last independent trade and highest current independent bid for an ordinary share in the Company on the trading venues where the market purchases by the Company pursuant to the authority conferred by this Resolution 21 will be carried out; 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 21 or, if earlier, on 20th October 2024, 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 22: Notice period for general meetings, other than annual general meetings

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



.....
Simon Price

General Counsel and Company Secretary