



# Johnson Matthey

40-42 Hatton Garden London EC1N 8EE  
Telephone 020-7269 8400 Fax 020-7269 8433

The Directors  
Matthey Finance Limited  
40-42 Hatton Garden  
London  
EC1N 8EE

12 December 2008

Dear Sirs

We refer to the outstanding loan of £188,089,945.95 (which is the outstanding amount as at 30 November 2008 including accrued interest to that date) (the "**Loan**") made to you, Matthey Finance Limited, by Johnson Matthey plc, the benefit of which was assigned to us, Matthey Holdings Limited, by Johnson Matthey plc on 12 December 2008

In consideration for the allotment to us of 188,089,945 ordinary shares of £1 each in the capital of Matthey Finance Limited on 12 December 2008 (the "**Effective Date**"), we confirm that, as of the Effective Date, the Loan is extinguished and is no longer outstanding.

Please sign and return the enclosed duplicate of this letter as acknowledgement of receipt.

Yours faithfully

For and on behalf of Matthey Holdings Limited

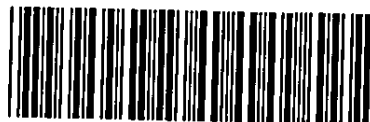
We hereby acknowledge receipt of a letter dated 12 December 2008 from Matthey Holdings Limited of which the above is a copy.

For and on behalf of Matthey Finance Limited

Certified a true copy of the original

Simon Farrant  
Company Secretary

FRIDAY



\*A9ZC66Y4\*

A18

30/01/2009

792

COMPANIES HOUSE

Registered Office: 40-42

England No 33774