

Form 5500 Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Annual Return/Report of Employee Benefit Plan This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), 6057(b), and 6058(a) of the Internal Revenue Code (the Code). <p style="text-align: center;">▶ Complete all entries in accordance with the instructions to the Form 5500.</p>	OMB Nos. 1210-0110 1210-0089 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2013</div> <div style="text-align: center; font-weight: bold;">This Form is Open to Public Inspection</div>
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Part I	Annual Report Identification Information
For calendar plan year 2013 or fiscal plan year beginning <u>07/01/2013</u> and ending <u>06/30/2014</u>	
A This return/report is for:	☐ a multiemployer plan; ☐ a multiple-employer plan; or ☒ a single-employer plan; ☐ a DFE (specify) ____
B This return/report is:	☐ the first return/report; ☐ the final return/report; ☐ an amended return/report; ☐ a short plan year return/report (less than 12 months).
C If the plan is a collectively-bargained plan, check here.	☐
D Check box if filing under:	☒ Form 5558; ☐ automatic extension; ☐ the DFVC program; ☐ special extension (enter description)

Part II	Basic Plan Information—enter all requested information		
1a Name of plan JOHNSON MATTHEY, INC. AMENDED AND RESTATED SALARIED EMPLOYEES PENSION PLAN	1b Three-digit plan number (PN) ▶	001	
	1c Effective date of plan 07/01/1950		
2a Plan sponsor's name and address; include room or suite number (employer, if for a single-employer plan) JOHNSON MATTHEY, INC. 435 DEVON PARK DRIVE, SUITE 600 WAYNE, PA 19087-1998	2b Employer Identification Number (EIN) 23-0411710	2c Sponsor's telephone number 610-971-3000	2d Business code (see instructions) 332900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	02/12/2015	TOM ADAIR
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	Filed with authorized/valid electronic signature.	02/12/2015	KARIL BLACK WOLLITZ
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE
Preparer's name (including firm name, if applicable) and address; include room or suite number. (optional)			Preparer's telephone number (optional)

3a Plan administrator's name and address ☒ Same as Plan Sponsor Name ☐ Same as Plan Sponsor Address		3b Administrator's EIN
		3c Administrator's telephone number
4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report: a Sponsor's name		4b EIN 4c PN
5 Total number of participants at the beginning of the plan year	5	2732
6 Number of participants as of the end of the plan year (welfare plans complete only lines 6a , 6b , 6c , and 6d).		
a Active participants	6a	1841
b Retired or separated participants receiving benefits	6b	397
c Other retired or separated participants entitled to future benefits	6c	489
d Subtotal. Add lines 6a , 6b , and 6c	6d	2727
e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	6e	67
f Total. Add lines 6d and 6e	6f	2794
g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	6g	0
h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	6h	78
7 Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	7	
8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristics Codes in the instructions: 1A		
b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristics Codes in the instructions:		
9a Plan funding arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor		9b Plan benefit arrangement (check all that apply) (1) ☐ Insurance (2) ☐ Code section 412(e)(3) insurance contracts (3) ☒ Trust (4) ☐ General assets of the sponsor
10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)		
a Pension Schedules (1) ☒ R (Retirement Plan Information) (2) ☐ MB (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary (3) ☒ SB (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary		b General Schedules (1) ☒ H (Financial Information) (2) ☐ I (Financial Information – Small Plan) (3) ☐ 0 A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

SCHEDULE SB (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Single-Employer Defined Benefit Plan Actuarial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500 or 5500-SF.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan <u>JOHNSON MATTHEY, INC. AMENDED AND RESTATED SALARIED EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF <u>JOHNSON MATTHEY, INC.</u>	D Employer Identification Number (EIN) <u>23-0411710</u>
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B	F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500

Part I	Basic Information
1 Enter the valuation date: Month <u>07</u> Day <u>01</u> Year <u>2013</u>	
2 Assets:	
a Market value	2a <u>235731189</u>
b Actuarial value	2b <u>235731189</u>
3 Funding target/participant count breakdown:	
a For retired participants and beneficiaries receiving payment.....	3a <u>450</u> (1) Number of participants <u>59020420</u> (2) Funding Target
b For terminated vested participants.....	3b <u>427</u> <u>16343453</u>
c For active participants:	
(1) Non-vested benefits	3c(1) <u>10009479</u>
(2) Vested benefits	3c(2) <u>90618443</u>
(3) Total active.....	3c(3) <u>1859</u> <u>100627922</u>
d Total.....	3d <u>2736</u> <u>175991795</u>
4 If the plan is in at-risk status, check the box and complete lines (a) and (b)..... ☐	
a Funding target disregarding prescribed at-risk assumptions	4a
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor.....	4b
5 Effective interest rate	5 <u>6.42 %</u>
6 Target normal cost	6 <u>9914316</u>

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE		<u>01/07/2015</u>
Signature of actuary		Date
<u>VANESSA SOSKIND, ASA, EA, MAAA</u>		<u>14-06307</u>
Type or print name of actuary		Most recent enrollment number
<u>MERCER</u>		<u>813-207-6306</u>
Firm name		Telephone number (including area code)
<u>3031 N ROCKY POINT DRIVE WEST</u> <u>SUITE 700</u> <u>TAMPA, FL 33607</u>		
Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013
v. 130118

Part II Beginning of Year Carryover and Prefunding Balances		
	(a) Carryover balance	(b) Prefunding balance
7 Balance at beginning of prior year after applicable adjustments (line 13 from prior year)	30325798	0
8 Portion elected for use to offset prior year's funding requirement (line 35 from prior year)	0	0
9 Amount remaining (line 7 minus line 8)	30325798	0
10 Interest on line 9 using prior year's actual return of <u>10.67</u> %	3235763	0
11 Prior year's excess contributions to be added to prefunding balance:		
a Present value of excess contributions (line 38a from prior year)		18583248
b Interest on (a) using prior year's effective interest rate of <u>7.13</u> % except as otherwise provided (see instructions)		1324986
c Total available at beginning of current plan year to add to prefunding balance		19908234
d Portion of (c) to be added to prefunding balance		0
12 Other reductions in balances due to elections or deemed elections	0	0
13 Balance at beginning of current year (line 9 + line 10 + line 11d – line 12)	33561561	0

Part III Funding Percentages		
14 Funding target attainment percentage	14	114.87 %
15 Adjusted funding target attainment percentage	15	133.94 %
16 Prior year's funding percentage for purposes of determining whether carryover/prefunding balances may be used to reduce current year's funding requirement	16	137.72 %
17 If the current value of the assets of the plan is less than 70 percent of the funding target, enter such percentage	17	%

Part IV Contributions and Liquidity Shortfalls					
18 Contributions made to the plan for the plan year by employer(s) and employees:					
(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees	(a) Date (MM-DD-YYYY)	(b) Amount paid by employer(s)	(c) Amount paid by employees
07/16/2013	1600000	0	01/14/2014	1570000	0
08/13/2013	1600000	0	02/11/2014	1570000	0
09/10/2013	1630000	0	03/11/2014	1570000	0
10/16/2013	1570000	0	04/15/2014	1570000	0
11/13/2013	1570000	0	05/13/2014	1570000	0
12/10/2013	1570000	0	06/10/2014	1570000	0
			Totals ►	18(b) 18960000	18(c) 0

19 Discounted employer contributions – see instructions for small plan with a valuation date after the beginning of the year:		
a Contributions allocated toward unpaid minimum required contributions from prior years.	19a	0
b Contributions made to avoid restrictions adjusted to valuation date	19b	0
c Contributions allocated toward minimum required contribution for current year adjusted to valuation date	19c	18393569
20 Quarterly contributions and liquidity shortfalls:		
a Did the plan have a "funding shortfall" for the prior year?	☐ Yes ☒ No	
b If line 20a is "Yes," were required quarterly installments for the current year made in a timely manner?	☐ Yes ☐ No	
c If line 20a is "Yes," see instructions and complete the following table as applicable:		

Liquidity shortfall as of end of quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:				
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76 %	☐ N/A, full yield curve used
b Applicable month (enter code).....				21b 0
22 Weighted average retirement age				22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute				

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.	☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.	☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment.	27

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a).....	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6).....	31a	9914316	
b Excess assets, if applicable, but not greater than line 31a	31b	9914316	
32 Amortization installments:	Outstanding Balance		Installment
a Net shortfall amortization installment.....	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount	33		
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)...	34	0	
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement.....	0	0	0
36 Additional cash requirement (line 34 minus line 35).....	36	0	
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c).....	37	18393569	
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)	38a	18393569	
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances	38b	0	
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)	39	0	
40 Unpaid minimum required contributions for all years	40	0	

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected	☐ 2 plus 7 years ☐ 15 years		
b Eligible plan year(s) for which the election in line 41a was made	☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011		
42 Amount of acceleration adjustment	42		
43 Excess installment acceleration amount to be carried over to future plan years	43		

SCHEDULE C (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Service Provider Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection.

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan <u>JOHNSON MATTHEY, INC. AMENDED AND RESTATED SALARIED EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JOHNSON MATTHEY, INC.</u>	D Employer Identification Number (EIN) <u>23-0411710</u>	

Part I	Service Provider Information (see instructions)
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You must complete this Part, in accordance with the instructions, to report the information required for **each person** who received, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of monetary value) in connection with services rendered to the plan or the person's position with the plan during the plan year. If a person received **only** eligible indirect compensation for which the plan received the required disclosures, you are required to answer line 1 but are not required to include that person when completing the remainder of this Part.

1 Information on Persons Receiving Only Eligible Indirect Compensation

a Check "Yes" or "No" to indicate whether you are excluding a person from the remainder of this Part because they received only eligible indirect compensation for which the plan received the required disclosures (see instructions for definitions and conditions)..... ☐ Yes ☒ No

b If you answered line 1a "Yes," enter the name and EIN or address of each person providing the required disclosures for the service providers who received only eligible indirect compensation. Complete as many entries as needed (see instructions).

(b) Enter name and EIN or address of person who provided you disclosures on eligible indirect compensation

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2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MERCER

13-2834414

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
11 13 15 17 38 50 64 70	NONE	477124	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

MORGAN LEWIS & BOCKIUS, LLP

23-0891050

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
29 50	NONE	141454	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

THE BANK OF NEW YORK MELLON

13-5160382

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 25 28 31 50 60 61 62 71 72	TRUSTEE	100165	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

2. Information on Other Service Providers Receiving Direct or Indirect Compensation. Except for those persons for whom you answered "Yes" to line 1a above, complete as many entries as needed to list each person receiving, directly or indirectly, \$5,000 or more in total compensation (i.e., money or anything else of value) in connection with services rendered to the plan or their position with the plan during the plan year. (See instructions).

(a) Enter name and EIN or address (see instructions)

MELLON CAPITAL MANAGEMENT

25-1442864

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
21 25 28 31 50 60 61 62 71 72	TRUSTEE	81534	Yes ☒ No ☐	Yes ☒ No ☐	0	Yes ☒ No ☐

(a) Enter name and EIN or address (see instructions)

BDO USA, LLP

13-5381590

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
10 50	NONE	19175	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

(a) Enter name and EIN or address (see instructions)

(b) Service Code(s)	(c) Relationship to employer, employee organization, or person known to be a party-in-interest	(d) Enter direct compensation paid by the plan. If none, enter -0-.	(e) Did service provider receive indirect compensation? (sources other than plan or plan sponsor)	(f) Did indirect compensation include eligible indirect compensation, for which the plan received the required disclosures?	(g) Enter total indirect compensation received by service provider excluding eligible indirect compensation for which you answered "Yes" to element (f). If none, enter -0-.	(h) Did the service provider give you a formula instead of an amount or estimated amount?
			Yes ☐ No ☐	Yes ☐ No ☐		Yes ☐ No ☐

Part I Service Provider Information (continued)

3 If you reported on line 2 receipt of indirect compensation, other than eligible indirect compensation, by a service provider, and the service provider is a fiduciary or provides contract administrator, consulting, custodial, investment advisory, investment management, broker, or recordkeeping services, answer the following questions for (a) each source from whom the service provider received \$1,000 or more in indirect compensation and (b) each source for whom the service provider gave you a formula used to determine the indirect compensation instead of an amount or estimated amount of the indirect compensation. Complete as many entries as needed to report the required information for each source.

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

(a) Enter service provider name as it appears on line 2	(b) Service Codes (see instructions)	(c) Enter amount of indirect compensation
(d) Enter name and EIN (address) of source of indirect compensation	(e) Describe the indirect compensation, including any formula used to determine the service provider's eligibility for or the amount of the indirect compensation.	

Part II Service Providers Who Fail or Refuse to Provide Information

4 Provide, to the extent possible, the following information for each service provider who failed or refused to provide the information necessary to complete this Schedule.

(a) Enter name and EIN or address of service provider (see instructions)	(b) Nature of Service Code(s)	(c) Describe the information that the service provider failed or refused to provide

Part III **Termination Information on Accountants and Enrolled Actuaries (see instructions)**
(complete as many entries as needed)

a Name: MARIE B. LARSEN	b EIN: 13-2834414
c Position: ENROLLED ACTUARY	
d Address: 400 WEST MARKET STREET, SUITE 700 LOUISVILLE, KY 40202	e Telephone: 502-561-4500

Explanation: TERMINATION AT MERCER, AS APPROVED BY THE PLAN ADMINISTRATOR

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

a Name:	b EIN:
c Position:	
d Address:	e Telephone:

Explanation:

SCHEDULE D (Form 5500) <small>Department of the Treasury Internal Revenue Service</small> <small>Department of Labor Employee Benefits Security Administration</small>	DFE/Participating Plan Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA). ► File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan <u>JOHNSON MATTHEY, INC. AMENDED AND RESTATED SALARIED EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ►	<u>001</u>
C Plan or DFE sponsor's name as shown on line 2a of Form 5500 <u>JOHNSON MATTHEY, INC.</u>	D Employer Identification Number (EIN) <u>23-0411710</u>	

Part I	Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs) (Complete as many entries as needed to report all interests in DFEs)
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a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB LT GOVT CREDIT BIF</u>		
b Name of sponsor of entity listed in (a): <u>BNY MELLON, N.A.</u>		
c EIN-PN <u>25-6078093-057</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>176828533</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB BROAD MARKET SIF</u>		
b Name of sponsor of entity listed in (a): <u>BNY MELLON, N.A.</u>		
c EIN-PN <u>25-6078093-106</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>117939152</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>EB TEMPORARY INVESTMENT FUND</u>		
b Name of sponsor of entity listed in (a): <u>BNY MELLON, N.A.</u>		
c EIN-PN <u>25-6078093-023</u>	d Entity code <u>C</u>	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions) <u>626495</u>
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
a Name of MTIA, CCT, PSA, or 103-12 IE:		
b Name of sponsor of entity listed in (a):		
c EIN-PN	d Entity code	e Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
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103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)**a** Name of MTIA, CCT, PSA, or 103-12 IE:**b** Name of sponsor of entity listed in (a):**c** EIN-PN**d** Entity
code**e** Dollar value of interest in MTIA, CCT, PSA, or
103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN**a** Plan name**b** Name of
plan sponsor**c** EIN-PN

SCHEDULE H (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Financial Information This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code). ► File as an attachment to Form 5500.	OMB No. 1210-0110
		2013
		This Form is Open to Public Inspection

For calendar plan year 2013 or fiscal plan year beginning <u>07/01/2013</u> and ending <u>06/30/2014</u>	
A Name of plan JOHNSON MATTHEY, INC. AMENDED AND RESTATED SALARIED EMPLOYEES PENSION PLAN	B Three-digit plan number (PN) <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 JOHNSON MATTHEY, INC.	D Employer Identification Number (EIN) 23-0411710

Part I Asset and Liability Statement			
1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.			
Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions.....	1b(1)		
(2) Participant contributions.....	1b(2)		
(3) Other.....	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit).....	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other.....	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common.....	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property).....	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans.....	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)	0	295394180
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	235731189	0
(12) Value of interest in 103-12 investment entities.....	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds).....	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other.....	1c(15)		

1d Employer-related investments:

		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)		
(2) Employer real property	1d(2)		
e Buildings and other property used in plan operation	1e		
f Total assets (add all amounts in lines 1a through 1e)	1f	235731189	295394180

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h		
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	0

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	235731189	295394180
---	-----------	-----------	-----------

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

Income

		(a) Amount	(b) Total
a Contributions:			
(1) Received or receivable in cash from: (A) Employers	2a(1)(A)	18960000	
(B) Participants	2a(1)(B)	248423	
(C) Others (including rollovers)	2a(1)(C)		
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		19208423
b Earnings on investments:			
(1) Interest:			
(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
(B) U.S. Government securities	2b(1)(B)		
(C) Corporate debt instruments	2b(1)(C)		
(D) Loans (other than to participants)	2b(1)(D)		
(E) Participant loans	2b(1)(E)		
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		0
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)		
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		0
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)		
(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		0
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		0

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		47525376
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all income amounts in column (b) and enter total	2d		66733799

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	6120761	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		6120761
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)	637753	
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)	81534	
(4) Other	2i(4)	230760	
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		950047
j Total expenses. Add all expense amounts in column (b) and enter total	2j		7070808

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		59662991
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) ☐ Unqualified (2) ☐ Qualified (3) ☒ Disclaimer (4) ☐ Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)?

☒ Yes ☐ No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: BDO USA, LLP

(2) EIN: 13-5381590

d The opinion of an independent qualified public accountant is **not attached** because:

(1) ☐ This form is filed for a CCT, PSA, or MTIA. (2) ☐ It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete lines 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete lines 4j and 4l. MTIAs also do not complete line 4l.

During the plan year:

- a** Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)
- b** Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)

	Yes	No	Amount
4a		X	
4b		X	

	Yes	No	Amount
c Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)		X	
4c		X	
d Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)		X	
4d		X	
e Was this plan covered by a fidelity bond?	X		20000000
4e	X		20000000
f Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?		X	
4f		X	
g Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4g		X	
h Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?		X	
4h		X	
i Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	X		
4i	X		
j Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	X		
4j	X		
k Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?		X	
4k		X	
l Has the plan failed to provide any benefit when due under the plan?		X	
4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)			
4m			
n If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.			
4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year?
 If "Yes," enter the amount of any plan assets that reverted to the employer this year. ☐ Yes ☒ No Amount:

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	5b(2) EIN(s)	5b(3) PN(s)

5c If the plan is a defined benefit plan, is it covered under the PBGC insurance program (see ERISA section 4021)? ☒ Yes ☐ No ☐ Not determined

Part V Trust Information (optional)

6a Name of trust	6b Trust's EIN

SCHEDULE R (Form 5500) Department of the Treasury Internal Revenue Service Department of Labor Employee Benefits Security Administration Pension Benefit Guaranty Corporation	Retirement Plan Information This schedule is required to be filed under section 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code). ▶ File as an attachment to Form 5500.	OMB No. 1210-0110 2013 This Form is Open to Public Inspection.
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For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

A Name of plan <u>JOHNSON MATTHEY, INC. AMENDED AND RESTATED SALARIED EMPLOYEES PENSION PLAN</u>	B Three-digit plan number (PN) ▶ <u>001</u>
C Plan sponsor's name as shown on line 2a of Form 5500 <u>JOHNSON MATTHEY, INC.</u>	D Employer Identification Number (EIN) <u>23-0411710</u>

Part I	Distributions
---------------	----------------------

All references to distributions relate only to payments of benefits during the plan year.

1 Total value of distributions paid in property other than in cash or the forms of property specified in the instructions.....	1	<u>0</u>
2 Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits): EIN(s): <u>25-1880033</u>		
Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3 Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year.....	3	<u>1</u>

Part II	Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)
----------------	--

4 Is the plan administrator making an election under Code section 412(d)(2) or ERISA section 302(d)(2)?.....	☐ Yes	☒ No	☐ N/A
If the plan is a defined benefit plan, go to line 8.			
5 If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions and enter the date of the ruling letter granting the waiver. Date: Month _____ Day _____ Year _____ If you completed line 5, complete lines 3, 9, and 10 of Schedule MB and do not complete the remainder of this schedule.			
6 a Enter the minimum required contribution for this plan year (include any prior year accumulated funding deficiency not waived).....	6a		
b Enter the amount contributed by the employer to the plan for this plan year.....	6b		
c Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c		
If you completed line 6c, skip lines 8 and 9.			
7 Will the minimum funding amount reported on line 6c be met by the funding deadline?.....	☐ Yes	☐ No	☐ N/A
8 If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure or other authority providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?.....	☐ Yes	☐ No	☒ N/A

Part III	Amendments
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9 If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box. If no, check the "No" box.....	☐ Increase	☐ Decrease	☒ Both	☐ No
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Part IV	ESOPs (see instructions). If this is not a plan described under Section 409(a) or 4975(e)(7) of the Internal Revenue Code, skip this Part.
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10 Were unallocated employer securities or proceeds from the sale of unallocated securities used to repay any exempt loan?	☐ Yes	☐ No
11 a Does the ESOP hold any preferred stock?	☐ Yes	☐ No
b If the ESOP has an outstanding exempt loan with the employer as lender, is such loan part of a "back-to-back" loan? (See instructions for definition of "back-to-back" loan.).....	☐ Yes	☐ No
12 Does the ESOP hold any stock that is not readily tradable on an established securities market?.....	☐ Yes	☐ No

Part V Additional Information for Multiemployer Defined Benefit Pension Plans

13 Enter the following information for each employer that contributed more than 5% of total contributions to the plan during the plan year (measured in dollars). See instructions. *Complete as many entries as needed to report all applicable employers.*

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

a Name of contributing employer

b EIN

c Dollar amount contributed by employer

d Date collective bargaining agreement expires (If employer contributes under more than one collective bargaining agreement, check box ☐ and see instructions regarding required attachment. Otherwise, enter the applicable date.) Month _____ Day _____ Year _____

e Contribution rate information (If more than one rate applies, check this box ☐ and see instructions regarding required attachment. Otherwise, complete lines 13e(1) and 13e(2).)

(1) Contribution rate (in dollars and cents) _____

(2) Base unit measure: ☐ Hourly ☐ Weekly ☐ Unit of production ☐ Other (specify): _____

- 14** Enter the number of participants on whose behalf no contributions were made by an employer as an employer of the participant for:

a The current year	14a	
b The plan year immediately preceding the current plan year	14b	
c The second preceding plan year	14c	

- 15** Enter the ratio of the number of participants under the plan on whose behalf no employer had an obligation to make an employer contribution during the current plan year to:

a The corresponding number for the plan year immediately preceding the current plan year	15a	
b The corresponding number for the second preceding plan year	15b	

- 16** Information with respect to any employers who withdrew from the plan during the preceding plan year:

a Enter the number of employers who withdrew during the preceding plan year	16a	
b If line 16a is greater than 0, enter the aggregate amount of withdrawal liability assessed or estimated to be assessed against such withdrawn employers	16b	

- 17** If assets and liabilities from another plan have been transferred to or merged with this plan during the plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

Part VI Additional Information for Single-Employer and Multiemployer Defined Benefit Pension Plans

- 18** If any liabilities to participants or their beneficiaries under the plan as of the end of the plan year consist (in whole or in part) of liabilities to such participants and beneficiaries under two or more pension plans as of immediately before such plan year, check box and see instructions regarding supplemental information to be included as an attachment. ☐

- 19** If the total number of participants is 1,000 or more, complete lines (a) through (c)

- a** Enter the percentage of plan assets held as:
 Stock: 60.0% Investment-Grade Debt: 40.0% High-Yield Debt: _____% Real Estate: _____% Other: _____%
- b** Provide the average duration of the combined investment-grade and high-yield debt:
☐ 0-3 years ☐ 3-6 years ☐ 6-9 years ☐ 9-12 years ☒ 12-15 years ☐ 15-18 years ☐ 18-21 years ☐ 21 years or more
- c** What duration measure was used to calculate line 19(b)?
☐ Effective duration ☐ Macaulay duration ☐ Modified duration ☒ Other (specify): OPTION ADJUSTED DURATION

**Johnson Matthey Inc.
Amended and Restated Salaried
Employees Pension Plan**

Financial Statements and
Supplemental Schedules
As of June 30, 2014 and 2013
and for the Years Then Ended

Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan

Financial Statements and
Supplemental Schedules
As of June 30, 2014 and 2013
and for the Years Then Ended

**Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan**

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Independent Auditors' Report

Plan Administrator
Johnson Matthey Inc. Amended and Restated Salaried Employees Pension Plan
Wayne, Pennsylvania

Report on the Financial Statements

We were engaged to audit the accompanying financial statements of the Johnson Matthey Inc. Amended and Restated Salaried Employees Pension Plan (the "Plan"), which comprise the statements of net assets available for benefits as of June 30, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on conducting the audit in accordance with auditing standards generally accepted in the United States of America. Because of the matter described in the *Basis for Disclaimer of Opinion* paragraph, however, we were not able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion.

Basis for Disclaimer of Opinion

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 4, which was certified by The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan, except for comparing such information with the related information included in the financial statements. We have been informed by the plan administrator that the trustee holds the Plan's investment assets and executes investment transactions. The plan administrator has obtained a certification from the trustee as of June 30, 2014 and 2013, and for the years then ended, that the information provided to the plan administrator by the trustee is complete and accurate.



Disclaimer of Opinion

Because of the significance of the matter described in the *Basis for Disclaimer of Opinion* paragraph, we have not been able to obtain sufficient appropriate audit evidence to provide a basis for an audit opinion. Accordingly, we do not express an opinion on these financial statements.

Other Matter

The supplemental schedules of Schedule of Assets (Held at End of Year) as of June 30, 2014 and Schedule of Reportable Transactions for the year ended June 30, 2014 are required by the Department of Labor's ("DOL") Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 and are presented for the purpose of additional analysis and are not a required part of the financial statements. Because of the significance of the matter described in the Basis for Disclaimer of Opinion paragraph, we do not express an opinion on these supplemental schedules.

Report on Form and Content in Compliance With DOL Rules and Regulations

The form and content of the information included in the financial statements and supplemental schedules, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

BDO USA, LLP

Philadelphia, Pennsylvania
February 10, 2015

Financial Statements

**Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan**

Statements of Net Assets Available for Benefits

<i>June 30,</i>	2014	2013
Assets		
Investments , at fair value		
Plan interest in Johnson Matthey Inc. Master Trust	\$ -	\$ 235,731,189
Common collective trusts	295,394,180	-
Net Assets Available for Benefits	\$ 295,394,180	\$ 235,731,189

See accompanying notes to financial statements.

Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan

Statements of Changes in Net Assets Available for Benefits

<i>Year ended June 30,</i>	2014	2013
Income		
Employer contributions	\$ 18,960,000	\$ 19,538,106
Participant contributions	248,423	-
Plan interest in the net gain of the Johnson Matthey Inc. Master Trust	-	23,378,024
Net appreciation in common collective trusts	47,525,376	-
Total Income	66,733,799	42,916,130
Deductions		
Benefits paid to participants and beneficiaries	(6,120,761)	(28,055,474)
Administrative expenses	(950,047)	(671,085)
Total Deductions	(7,070,808)	(28,726,559)
Net Increase	59,662,991	14,189,571
Net Assets Available for Benefits, beginning of year	235,731,189	221,541,618
Net Assets Available for Benefits, end of year	\$ 295,394,180	\$ 235,731,189

See accompanying notes to financial statements.

Johnson Matthey Inc. Amended and Restated Salaried Employees Pension Plan

Notes to Financial Statements

1. Description of Plan

The following description of the Johnson Matthey Inc. Amended and Restated Salaried Employees Pension Plan (the "Plan") provides only general information. Participants should refer to the Plan Document for a more complete description of the Plan's provisions.

General

The Plan is a defined benefit plan covering all salaried employees of Johnson Matthey Inc. (the "Company"), including certain employees of other companies who were acquired in prior years. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

The Plan participated in the Johnson Matthey Inc. Master Trust ("Master Trust") for which The Bank of New York Mellon/BNY Mellon, N.A. was the trustee until June 30, 2013. The Master Trust was de-unitized and the investments were maintained by the trustee. Overall responsibility for administering the Plan rests with the Benefits Investment Committee of the Company. The Plan's trustee is responsible for management and control of the Plan's assets and has certain discretionary authority and control over such assets.

Eligibility

Under the terms of the Plan, employees who have completed 1,000 hours of service are eligible to participate in the Plan. Effective August 31, 2013, the Plan was closed to new hires.

Contributions and Participant Accounts

Effective April 1, 2014, the Plan required employee contributions for participants who were employed by the Company and actively earning an accrued benefit under the Plan. Participants are required to contribute 1.5% of their payroll on an after tax-basis to the Plan each payroll period.

An Employee Contribution Account will be maintained for each participant and is credited with the participant's contributions and an annual credit of interest. Participants are always 100% vested in their Employee Contribution Account.

Pension Benefits

Employees with five years of credited service are entitled to pension benefits beginning at the normal retirement age of 65. Generally, the normal retirement benefit formula takes into account the years of credited service, the final average monthly earnings received for the highest 60 consecutive months and the social security breakpoint. Effective April 1, 2014, the normal retirement benefit formula will include actuarial equivalent value of the Employee Contribution Account. For certain other participants' service, benefits and payments have been calculated under the provisions of the plans of the acquired companies, as defined.

The Plan also permits early retirement, which can be subject to a reduced benefit depending on the participant's age and years of service, as defined in the Plan Agreement. If employees terminate before rendering five years of service, they forfeit the right to receive the portion of their accumulated plan benefits attributable to the Company's contribution. The employee will be entitled to receive the value within their Employee Contribution Account. Benefits for

Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan

Notes to Financial Statements

unmarried participants are payable monthly with sixty months guaranteed; for married participants benefits are generally in the form of a qualified joint and survivor annuity.

Death and Disability Benefits

If an active participant dies after completing a minimum of five years of credited service, the participant's surviving spouse shall be entitled to receive a survivor's annuity benefit beginning in the month the participant would have reached age 55 had the participant lived.

Participants who become disabled after completing a minimum of ten years of credited service are entitled to receive pension benefits commencing as of the participant's normal retirement date or, at the participant's election, the early retirement date. Such benefits are computed as if the participant had continued in employment and as if earnings had not changed from the date of disability to the normal retirement date if such election is made.

2. Summary of Significant Accounting Policies

Basis of Accounting

The financial statements of the Plan are prepared using the accrual basis of accounting.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and changes therein, disclosure of contingent assets and liabilities and the actuarial present value of accumulated benefits at the date of the financial statements. Accordingly, actual results could differ from those estimates.

Investment Valuation and Income Recognition

The Plan's investments are stated at fair value. The fair value of a financial instrument is the amount that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date (the exit price). The investment in the common collective trusts ("CCT") is valued at net unit value as determined by the trustee at June 30, 2014.

The fair value of the Plan's interest in the Master Trust is based on the beginning of year value of the Plan's interest in the Master Trust plus actual contributions and allocated investment income less actual distributions and allocated administrative expenses. For the Plan's interest in the Master Trust's investments in common collective trusts ("CCT"), the investments are valued at fair value as determined by the unit value as reported by the trustee June 30, 2013, which is based on the fair value of the CCT's underlying assets.

Purchases and sales of securities are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividends are recorded on the ex-dividend date.

Payment of Benefits

Benefits are recorded when paid.

Johnson Matthey Inc. Amended and Restated Salaried Employees Pension Plan

Notes to Financial Statements

Administrative Expenses

The Company pays some of the administrative costs of the Plan associated with professional services provided to the Plan, the balance being paid directly by the Plan. Administrative expenses recorded in the Plan may include actuarial, legal and accounting fees and the insurance premiums for the Pension Benefit Guaranty Corporation.

3. Funding Policy for Company Contributions

The Company's policy is to make cash contributions to the Plan in amounts that will provide for employees' benefits by the time they retire.

Employer contributions to the Plan are made periodically on the basis of actuarial calculations of the normal cost and required amortization payments, and are sufficient to satisfy funding requirements under applicable federal income tax regulations and ERISA. Effective January 2013, the Company elected to begin making monthly employer contributions to the Plan. The Plan has met or exceeded the minimum funding requirements of ERISA for both Plan years.

4. Information Certified by the Plan's Trustee

The plan administrator has elected the method of compliance permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under ERISA.

The following information included in the accompanying financial statements and supplemental schedules was certified as to completeness and accuracy by The Bank of New York Mellon/BNY Mellon, N.A., the trustee:

<i>June 30,</i>	2014	2013
Plan Interest in Johnson Matthey Inc. Master Trust	\$ -	\$ 235,731,189
Common collective trusts:		
EB DV Broad Mkt Stock Fund	117,939,152	-
EB LT Govt/Credit Bond Fund	176,828,533	-
Other	626,495	-
Net gain from Master Trust	\$ -	\$ 23,378,024
Net appreciation in common collective trusts	47,525,376	-

Investments greater than 5% of the Plan's net assets at June 30, 2014 are separately identified in the table above. All investment transactions during the Plan year ending June 30, 2013 were made in units of the Master Trust.

The Plan's independent accountants did not perform auditing procedures with respect to this information, except for comparing such information to the related information included in the financial statements and supplemental schedules.

Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan

Notes to Financial Statements

5. Interest in Master Trust (Information Unaudited)

As of June 30, 2013, all of the Plan's investments were in the Master Trust, which was established for the investment of assets of the Plan and one other Company-sponsored retirement plan. Each participating retirement plan had an undivided interest in the Master Trust. The assets of the Master Trust were held by the trustee. At June 30, 2013, the Plan's interest in the net assets of the Master Trust was approximately 85%. Investment income and administrative expenses relating to the Master Trust were allocated to the individual plans in proportion to the value of each Plan's participation as of the last day of each quarter.

The following table presents the assets, including investments, for the Master Trust:

<i>June 30,</i>	<i>2013</i>
Common collective trusts	\$ 277,482,834
Plan interest in the Master Trust	\$ 235,731,189

Investment income for the Master Trust is as follows:

<i>Year ended June 30,</i>	<i>2013</i>
Investment Income	
Net gain from common collective trusts	\$ 24,070,575

6. Fair Value Measurement

Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 820, *Fair Value Measurement*, establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC 820 are described below:

Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical unrestricted assets or liabilities;

Level 2 – Quoted prices in markets that are not considered to be active or financial instruments for which all significant inputs are observable, either directly or indirectly;

Level 3 – Inputs that are unobservable and significant to the fair value measurement.

A financial instrument's level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

For a description of the valuation methodologies used for assets measured at fair value, see Note 2. There have been no changes in the methodologies used at June 30, 2014 and 2013.

Johnson Matthey Inc. Amended and Restated Salaried Employees Pension Plan

Notes to Financial Statements

The valuation methods described may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, although the Plan believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the Plan's assets at fair value as of June 30, 2014 and 2013:

	Assets at Fair Value at June 30, 2014 (Plan Level)	
	Level 2	Total
Common collective trusts:		
EB LT Govt/Credit Bond Fund	\$176,828,533	\$176,828,533
EB Temp Investment Fund	626,495	626,495
EB DV Broad Mkt Stock Fund	117,939,152	117,939,152
Total	\$295,394,180	\$295,394,180

	Assets at Fair Value at June 30, 2013 (Plan Level)	
	Level 2	Total
Common collective trusts:		
LT Govt/Credit Bond Fund	\$ 79,660,980	\$ 79,660,980
Temp Investment Fund	223,323	223,323
DV Broad Mkt Stock Fund	155,845,990	155,845,990
Total	\$ 235,730,293	\$ 235,730,293

The closing prices used to value the investments in the Master Trust are reported by the trustee, which is based on the fair value of the CCT's underlying assets. The following tables set forth by level, within the fair value hierarchy, the Master Trust's assets at fair value as of June 30, 2013:

Assets	Assets at Fair Value at June 30, 2013 (Master Trust Level)	
	Level 2	Total
Common collective trusts:		
LT Govt/Credit Bond Fund	\$ 121,173,610	\$ 121,173,610
Temp Investment Fund	463,234	463,234
DV Broad Mkt Stock Fund	155,845,990	155,845,990
Total	\$ 277,482,834	\$ 277,482,834

Johnson Matthey Inc. Amended and Restated Salaried Employees Pension Plan

Notes to Financial Statements

7. Actuarial Present Value of Accumulated Plan Benefits

Accumulated plan benefits are those future periodic payments that are attributable under the Plan's provisions to the service employees have rendered. Accumulated plan benefits include benefits expected to be paid to: (a) retired or terminated employees or their beneficiaries; (b) beneficiaries of employees who have died; and (c) present employees or their beneficiaries. Benefits under the Plan are based on a benefit formula including the years of credited service, the final average monthly earnings and the social security breakpoint. The accumulated plan benefits for active employees are based on the benefit formula for normal retirement using the final average monthly earnings and years of credited service at the date of determination (valuation date). Benefits payable under all circumstances - retirement, death, disability, and termination of employment - are included, to the extent they are deemed attributable to employee service rendered to the valuation date.

A summary of the actuarial present value of accumulated plan benefits as of July 1, 2013 and 2012, the dates of the latest actuarial valuations, is as follows:

<i>July 1,</i>	2013	2012
Actuarial Present Value of Accumulated Plan Benefits		
Vested benefits		
Participants currently receiving payments	\$ 215,380,213	\$ 165,745,820
Other participants	26,254,882	43,110,598
Total vested benefits	241,635,095	208,856,418
Nonvested benefits	13,559,415	11,397,991
Total Actuarial Present Value of Accumulated Plan Benefits	\$ 255,194,510	\$ 220,254,409

A summary of the change in the accumulated plan benefits from July 1, 2012 to July 1, 2013 is as follows:

	Amount
Actuarial present value of accumulated plan benefits at July 1, 2012	\$ 220,254,409
Increase (decrease) during the year attributable to:	
Benefits accumulated	14,984,164
Benefits paid	(28,055,474)
Increase from interest due to the decrease in the discount period	9,842,769
Change in actuarial assumptions	38,168,642
Actuarial present value of accumulated plan benefits at July 1, 2013	\$ 255,194,510

The change in actuarial assumptions in the July 1, 2013 valuation relates primarily to the decrease in the discount rate and the changes in the mortality tables.

The actuarial present value of accumulated plan benefits is determined by Mercer Human Resource Consulting and is the amount that results from applying actuarial assumptions to adjust the accumulated plan benefits earned by the participants to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as

Johnson Matthey Inc.

Amended and Restated Salaried Employees Pension Plan

Notes to Financial Statements

for death, disability, withdrawal, or retirement) between the valuation date and the expected date of payment.

The impact of employee contributions effective April 1, 2014 is not reflected in the actuarial present value of accumulated plan benefits disclosed above.

As of July 1, 2013 and 2012, significant assumptions underlying the actuarial calculations are as follows:

Discount rate	-	4.20% (2013)																								
	-	4.80% (2012)																								
Mortality - Healthy	-	RP2000 Generational Mortality Table using projection scale BB (2013)																								
	-	RP2000 projected to 2017 using projection scale AA (2012)																								
Mortality - Disabled	-	RP2000 Generational Mortality Table using projection scale BB (2013)																								
	-	RP2000 projected to 2017 using projection scale AA (2012)																								
Salary increases	-	For 2013 and 2012:																								
		<table><tr><th>Attained Age</th><th>Salary Increases</th></tr><tr><td>20</td><td>7.34%</td></tr><tr><td>25</td><td>6.74%</td></tr><tr><td>30</td><td>6.14%</td></tr><tr><td>35</td><td>5.54%</td></tr><tr><td>40</td><td>4.94%</td></tr><tr><td>45</td><td>4.34%</td></tr><tr><td>50</td><td>3.74%</td></tr><tr><td>55</td><td>3.14%</td></tr><tr><td>60</td><td>2.54%</td></tr><tr><td>65</td><td>1.94%</td></tr><tr><td>70</td><td>1.34%</td></tr></table>	Attained Age	Salary Increases	20	7.34%	25	6.74%	30	6.14%	35	5.54%	40	4.94%	45	4.34%	50	3.74%	55	3.14%	60	2.54%	65	1.94%	70	1.34%
Attained Age	Salary Increases																									
20	7.34%																									
25	6.74%																									
30	6.14%																									
35	5.54%																									
40	4.94%																									
45	4.34%																									
50	3.74%																									
55	3.14%																									
60	2.54%																									
65	1.94%																									
70	1.34%																									
Retirement age	-	Based on the probabilities below, applied to the remaining employees eligible for retirement at the age indicated.																								

Age	Retirement Rate	
	Less than 15 years service	15 or more years service
55-58	1.0%	2.0%
59-60	1.0%	7.0%
61	1.0%	10.0%
62	1.0%	25.0%
63	1.0%	13.0%
64-65	1.0%	20.0%
66-69	1.0%	25.0%
70	100.0%	100.0%

Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan

Notes to Financial Statements

These actuarial assumptions are based on the presumption that the Plan will continue. Were the Plan to terminate, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

8. Plan Termination

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA.

In the event the Plan terminates, the net assets of the Plan will be allocated, as prescribed by ERISA and its related regulations, generally to provide the following benefits in the order indicated:

- (a) Benefits attributable to employee contributions, taking into account those paid out before termination.
- (b) Annuity benefits that former employees or their beneficiaries have been receiving for at least three years, or that employees eligible to retire for that three-year period would have been receiving if they had retired with benefits in the normal form of annuity under the Plan. The priority amount is limited to the lowest benefit that was payable (or would have been payable) during those three years. The amount is further limited to the lowest benefit that would be payable under Plan provisions in effect at any time during the five years preceding Plan termination.
- (c) Other vested benefits insured by the Pension Benefit Guaranty Corporation ("PBGC") (a U.S. government agency) up to the applicable limitations.
- (d) All other vested benefits (that is, vested benefits not insured by the PBGC).
- (e) All nonvested benefits.

Certain benefits under the Plan are insured by the PBGC if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination.

Whether all participants receive their benefits should the Plan terminate at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide for accumulated benefit obligations and may also depend on the financial condition of the Plan sponsor and the level of benefits guaranteed by the PBGC.

9. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated March 9, 2012, that the Plan and related trust are designed in accordance with the applicable sections of the Internal Revenue Code ("IRC"). This letter expires on January 31, 2016. Although the Plan was amended prior to receiving the determination letter, the Company believes the Plan is designed and currently operating in compliance with the applicable provisions of the IRC.

Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan

Notes to Financial Statements

Accounting principles generally accepted in the United States of America require Plan management to evaluate tax positions taken by the Plan and recognize a tax liability (or asset) if the Plan has taken an uncertain position that more likely than not would not be sustained upon examination by federal, state and/or local taxing authorities. The Plan administrator has analyzed the tax positions taken by the Plan, and has concluded that as of June 30, 2014, there are no uncertain positions taken or expected to be taken that would require recognition of a liability (or asset) or disclosure in the financial statements. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The Plan administrator believes it is no longer subject to income tax examinations for years prior to 2011.

10. Party In Interest Transactions

Certain Plan investments are managed by an affiliate of The Bank of New York Mellon/BNY Mellon, N.A., the trustee of the Plan. The Plan paid certain expenses related to plan operations and investment activity to various service providers. These transactions are exempt party in interest transactions under ERISA.

11. Risks and Uncertainties

The Plan invests in various investment securities, including the investments in the Master Trust. Investment securities are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such change could materially affect the amounts reported in the statements of net assets available for benefits.

Plan contributions are made, the employee contribution percentage rate and the actuarial present value of accumulated plan benefits are reported based on certain assumptions pertaining to interest rates, inflation rates and employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

12. Subsequent Events

The Plan has evaluated subsequent events through February 10, 2015, the date the financial statements were available to be issued.

Supplemental Schedules

Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan

Schedule of Assets (Held at End of Year) as of June 30, 2014
Employer Identification Number: 23-0411710 Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value**	Cost	Current Value
*	EB DV Broad Mkt Stock Fund	Common collective trust	\$ 65,706,515	\$ 117,939,152
*	EB LT Govt/Credit Bond Fund	Common collective trust	146,500,036	176,828,533
*	EB Temp Investment Fund	Common collective trust	626,495	626,495
Total Assets (Held at End of Year)			\$ 212,833,046	\$ 295,394,180

* A party-in-interest as defined by ERISA.

** There is no maturity date, rate of interest, collateral, par or maturity value for the investments in the Plan.

Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan

Schedule of Reportable Transactions
Employer Identification Number: 23-0411710 Plan Number: 001

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset at Transaction Date	(i) Net Gain or (Loss)
Single Reportable Security								
Transactions Exceeding 5% of Plan Assets:								
EB LT Govt/Credit Bond Fund	Common Collective Trust	\$21,374,759	\$ -	\$ -	\$ -	\$21,374,759	\$21,374,759	\$ -
EB LT Govt/Credit Bond Fund	Common Collective Trust	21,587,330	-	-	-	21,587,330	21,587,330	-
EB LT Govt/Credit Bond Fund	Common Collective Trust	17,060,526	-	-	-	17,060,526	17,060,526	-
EB LT Govt/Credit Bond Fund	Common Collective Trust	15,682,812	-	-	-	15,682,812	15,682,812	-
EB DV Broad Market Stock Fund	Common Collective Trust	-	20,280,393	-	-	12,963,273	20,280,393	7,317,120
EB DV Broad Market Stock Fund	Common Collective Trust	-	21,587,331	-	-	13,050,416	21,587,331	8,536,915
EB DV Broad Market Stock Fund	Common Collective Trust	-	17,106,487	-	-	10,119,650	17,106,487	6,986,837
EB DV Broad Market Stock Fund	Common Collective Trust	-	15,682,812	-	-	9,076,303	15,682,812	6,606,509
Series of Reportable Security								
Transactions Exceeding 5% of Plan Assets:								
EB LT Govt/Credit Bond Fund	Common Collective Trust	81,613,628	-	-	-	81,613,628	81,613,628	-
EB Temp Investment Fund	Common Collective Trust	7,392,851	-	-	-	7,392,851	7,392,851	-
		-	6,989,276	-	-	6,989,276	6,989,276	-
EB DV Bond Market Fund	Common Collective Trust	6,305,670	-	-	-	6,305,670	6,305,670	-
		-	76,183,037	-	-	46,188,489	76,183,037	29,994,548

Schedule SB, line 26 — Schedule of Active Participant Data

Attained age	Years of credited service										
	Under 1	1–4	5–9	10–14	15–19	20–24	25–29	30–34	35–39	40 & up	Total
Under 25	30 31,913	33 40,893	1								64
25–29	23 37,434	130 47,055	43 52,863	2							198
30–34	19	101 54,313	97 62,465	16							233
35–39	4	72 59,095	91 60,768	49 77,411	13						229
40–44	6	77 72,088	70 62,243	52 73,445	21 92,700	7					233
45–49	10	48 68,589	66 61,055	49 76,403	29 93,609	21 96,351	10				233
50–54	10	58 62,300	58 58,373	31 87,094	24 81,855	24 92,307	36 113,503	6	1		248
55–59	7	39 50,261	51 57,597	40 65,627	23 79,740	20 95,870	26 100,500	16	8	2	232
60–64	4	30 54,453	33 52,381	32 73,383	7	13	9	5	9	2	144
65–69	1	7	12	11	2	4	3	2			42
70 & up			3								3
Total	114	595	525	282	119	89	84	29	18	4	1,859 65,718

In each cell, the top number is the count of active participants for each age/service combination and the bottom number is average pay for 2012/2013 plan year is limited to \$250,000. Average pay is not shown for cells with fewer than 20 participants.

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Discount rate sponsor elections		
• Segment rates or full yield curve	Segment	
• Look-back months	0	
	Stabilized	Nonstabilized
• First 5 years	4.94%	1.41%
• Next 15 years	6.15%	4.07%
• Over 20 years	6.76%	5.11%
Mortality sponsor elections		
• Healthy and disabled participants	Section 430(h)(3) prescribed separate static annuitant and nonannuitant mortality tables. These tables are based on the RP-2000 mortality tables projected with mortality improvement to the valuation year plus 7 and 15 years based on Scale AA.	
Other economic assumptions		
• Salary increases	See Table of Sample Rates.	
• Social Security wage base	3.50% per year	
• Inflation	2.75% per year	
• Expenses	\$770,000 added to the current year normal cost.	
Demographic assumptions		
• Withdrawal	See Table of Sample Rates.	
• Disability incidence	82% of the Class 1 table (sex-distinct) from the 1985 study performed by the Conference of Consulting Actuaries. See Table of Sample Rates.	

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

- Retirement age

• Retirement age		Percentage	
	Attained age	< 15 Years of Service	15+ Years of Service
	55	1%	2%
	56	1%	2%
	57	1%	2%
	58	1%	2%
	59	1%	7%
	60	1%	7%
	61	1%	10%
	62	1%	25%
	63	1%	13%
	64	1%	20%
	65	1%	20%
	66	1%	25%
	67	1%	25%
	68	1%	25%
	69	1%	25%
	70	100%	100%
• Benefit commencement age for			
— Future vested deferred	65		
— Current vested deferred	65 (62 if eligible for unreduced benefits)		
• Spouse assumptions	<u>Male participants</u>	<u>Female participants</u>	
— Percentage married	90%	60%	
— Spouse age difference	3 years younger	3 years older	
Form of payment – males and females	<u>Life annuity with 60 months guaranteed</u>	<u>Joint and survivor annuity</u>	
• Active retirements	100%	0%	
• Future vested deferred	100%	0%	
• Future disabilities	100%	0%	
• Future deaths	0%	100%	
• Current vested deferred	100%	0%	
Unpredictable contingent event assumptions	Not applicable		

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods
Table of Sample Rates

Attained age	Percentage			
	Ultimate Withdrawal	Salary increases	Disability Incidence	
			Male	Female
20	8.75%	7.34%	0.02%	0.02%
25	6.44%	6.74%	0.03%	0.04%
30	5.66%	6.14%	0.04%	0.07%
35	5.17%	5.54%	0.06%	0.11%
40	4.82%	4.94%	0.10%	0.17%
45	4.55%	4.34%	0.17%	0.26%
50	4.32%	3.74%	0.29%	0.44%
55	4.13%	3.14%	0.59%	0.78%
60	3.96%	2.54%	1.03%	0.95%
65	3.81%	1.94%	0.00%	0.00%
70	0.00%	1.34%	0.00%	0.00%

Percentage	
Service	Select Withdrawal
<1 year	16.50%
1 to 2 years	16.50%
2 to 3 years	16.50%
3 to 4 years	13.25%
4 to 5 years	8.75%

Schedule SB, Part V — Statement of Actuarial Assumptions/Methods

Asset Methods

The asset valuation method is the fair market value.

Participant Methods

Participants or former participants are included or excluded from the valuation as described below:

- **Participants included:** The plan sponsor provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities.
- **Participants excluded:** No actuarial liability is included for nonvested participants who terminated prior to the valuation date. For this purpose, participants with a break in service on the valuation date are treated as terminated participants.
- **Insurance contracts:** The plan does not have any insurance contracts.

Minimum Funding Methods

The funding target for minimum funding calculations is computed using the traditional unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they accrue. Thus, the total pension to which each participant is expected to become entitled at retirement is broken down into units, each associated with a year of past or future credited service.

A detailed description of the calculation follows:

- The plan's valuation date is the beginning of the plan year.
- An individual's **funding target** is the present value of future benefits based on credited service and average pay as of the beginning of the plan year, and an individual's **target normal cost** is the present value of the benefit expected to accrue in the plan year. If multiple decrements are used, the funding target and the target normal cost for an individual is the sum of the component funding targets and target normal costs associated with the various anticipated separation dates.
- This plan provides postretirement death benefits that are not a function of a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the ratio of the participant's service at the beginning of the plan year to their service at each decrement age and is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- This plan provides disability benefits that are only partially based on a participant's accrued benefit or years of service. This benefit is allocated to funding target based on the accrued benefit on the valuation date plus a portion of the excess of the benefit over the accrued benefit multiplied by the ratio of the participant's service at the beginning of the plan year to their service at each decrement age. This benefit is allocated to target normal cost based on the proportionate benefit attributable to the increase in the participant's service and compensation during the plan year.
- The plan's **target normal cost** is the sum of the individual target normal costs, and the plan's **funding target** is the sum of the individual funding targets for all participants under the plan.

Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan

Schedule of Reportable Transactions
Employer Identification Number: 23-0411710 Plan Number: 001

(a) Identity of Party Involved	(b) Description of Asset	(c) Purchase Price	(d) Selling Price	(e) Lease Rental	(f) Expense Incurred with Transaction	(g) Cost of Asset	(h) Current Value of Asset at Transaction Date	(i) Net Gain or (Loss)
Single Reportable Security								
Transactions Exceeding 5% of Plan Assets:								
EB LT Govt/Credit Bond Fund	Common Collective Trust	\$21,374,759	\$ -	\$ -	\$ -	\$21,374,759	\$21,374,759	\$ -
EB LT Govt/Credit Bond Fund	Common Collective Trust	21,587,330	-	-	-	21,587,330	21,587,330	-
EB LT Govt/Credit Bond Fund	Common Collective Trust	17,060,526	-	-	-	17,060,526	17,060,526	-
EB LT Govt/Credit Bond Fund	Common Collective Trust	15,682,812	-	-	-	15,682,812	15,682,812	-
EB DV Broad Market Stock Fund	Common Collective Trust	-	20,280,393	-	-	12,963,273	20,280,393	7,317,120
EB DV Broad Market Stock Fund	Common Collective Trust	-	21,587,331	-	-	13,050,416	21,587,331	8,536,915
EB DV Broad Market Stock Fund	Common Collective Trust	-	17,106,487	-	-	10,119,650	17,106,487	6,986,837
EB DV Broad Market Stock Fund	Common Collective Trust	-	15,682,812	-	-	9,076,303	15,682,812	6,606,509
Series of Reportable Security								
Transactions Exceeding 5% of Plan Assets:								
EB LT Govt/Credit Bond Fund	Common Collective Trust	81,613,628	-	-	-	81,613,628	81,613,628	-
EB Temp Investment Fund	Common Collective Trust	7,392,851	-	-	-	7,392,851	7,392,851	-
		-	6,989,276	-	-	6,989,276	6,989,276	-
EB DV Bond Market Fund	Common Collective Trust	6,305,670	-	-	-	6,305,670	6,305,670	-
		-	76,183,037	-	-	46,188,489	76,183,037	29,994,548

**SCHEDULE SB
(Form 5500)**Department of the Treasury
Internal Revenue ServiceDepartment of Labor
Employee Benefits Security Administration
Pension Benefit Guaranty Corporation**Single-Employer Defined Benefit Plan
Actuarial Information**

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6059 of the Internal Revenue Code (the Code).

File as an attachment to Form 5500 or 5500-SF.

OMB No. 1210-0110

2013**This Form is Open to Public
Inspection**

For calendar plan year 2013 or fiscal plan year beginning 07/01/2013 and ending 06/30/2014

Round off amounts to nearest dollar.

Caution: A penalty of \$1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan JOHNSON MATTHEY, INC. AMENDED AND RESTATED SALARIED EMPLOYEES PENSION PLAN		B Three-digit plan number (PN) 001
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-SF JOHNSON MATTHEY, INC.		D Employer Identification Number (EIN) 23-0411710
E Type of plan: ☒ Single ☐ Multiple-A ☐ Multiple-B F Prior year plan size: ☐ 100 or fewer ☐ 101-500 ☒ More than 500		

Part I Basic Information			
1 Enter the valuation date: Month 07 Day 01 Year 2013			
2 Assets:			
a Market value		2a	235731189
b Actuarial value		2b	235731189
3 Funding target/participant count breakdown:			
		(1) Number of participants	(2) Funding Target
a For retired participants and beneficiaries receiving payment		3a	450
b For terminated vested participants		3b	427
c For active participants:			
(1) Non-vested benefits		3c(1)	10009479
(2) Vested benefits		3c(2)	90618443
(3) Total active		3c(3)	1859
d Total		3d	2736
4 If the plan is in at-risk status, check the box and complete lines (a) and (b) ☐			
a Funding target disregarding prescribed at-risk assumptions		4a	
b Funding target reflecting at-risk assumptions, but disregarding transition rule for plans that have been in at-risk status for fewer than five consecutive years and disregarding loading factor		4b	
5 Effective interest rate		5	6.42%
6 Target normal cost		6	9914316

Statement by Enrolled Actuary

To the best of my knowledge, the information supplied in this schedule and accompanying schedules, statements and attachments, if any, is complete and accurate. Each prescribed assumption was applied in accordance with applicable law and regulations. In my opinion, each other assumption is reasonable (taking into account the experience of the plan and reasonable expectations) and such other assumptions, in combination, offer my best estimate of anticipated experience under the plan.

SIGN HERE	<i>Vanessa Soskind vsj</i>	<i>1/7/2015</i>
Signature of actuary		Date
VANESSA SOSKIND, ASA, EA, MAAA		1406307
Type or print name of actuary		Most recent enrollment number
MERCER		813-207-6306
Firm name		Telephone number (including area code)
3031 N ROCKY POINT DRIVE WEST SUITE 700 TAMPA FL 33607 Address of the firm		

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions ☐

For Paperwork Reduction Act Notice and OMB Control Numbers, see the instructions for Form 5500 or 5500-SF.

Schedule SB (Form 5500) 2013

Part V Assumptions Used to Determine Funding Target and Target Normal Cost

21 Discount rate:			
a Segment rates:	1st segment: 4.94%	2nd segment: 6.15%	3rd segment: 6.76%
			☐ N/A, full yield curve used
b Applicable month (enter code)			21b 0
22 Weighted average retirement age			22 63
23 Mortality table(s) (see instructions) ☐ Prescribed - combined ☒ Prescribed - separate ☐ Substitute			

Part VI Miscellaneous Items

24 Has a change been made in the non-prescribed actuarial assumptions for the current plan year? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
25 Has a method change been made for the current plan year? If "Yes," see instructions regarding required attachment.		☐ Yes ☒ No
26 Is the plan required to provide a Schedule of Active Participants? If "Yes," see instructions regarding required attachment.		☒ Yes ☐ No
27 If the plan is subject to alternative funding rules, enter applicable code and see instructions regarding attachment	27	

Part VII Reconciliation of Unpaid Minimum Required Contributions For Prior Years

28 Unpaid minimum required contributions for all prior years	28	0
29 Discounted employer contributions allocated toward unpaid minimum required contributions from prior years (line 19a)	29	0
30 Remaining amount of unpaid minimum required contributions (line 28 minus line 29)	30	0

Part VIII Minimum Required Contribution For Current Year

31 Target normal cost and excess assets (see instructions):			
a Target normal cost (line 6)		31a	9914316
b Excess assets, if applicable, but not greater than line 31a		31b	9914316
32 Amortization installments:			
a Net shortfall amortization installment	Outstanding Balance	Installment	
	0	0	
b Waiver amortization installment	0	0	
33 If a waiver has been approved for this plan year, enter the date of the ruling letter granting the approval (Month _____ Day _____ Year _____) and the waived amount		33	
34 Total funding requirement before reflecting carryover/prefunding balances (lines 31a - 31b + 32a + 32b - 33)		34	0
	Carryover balance	Prefunding balance	Total balance
35 Balances elected for use to offset funding requirement	0	0	0
36 Additional cash requirement (line 34 minus line 35)		36	0
37 Contributions allocated toward minimum required contribution for current year adjusted to valuation date (line 19c)		37	18393569
38 Present value of excess contributions for current year (see instructions)			
a Total (excess, if any, of line 37 over line 36)		38a	18393569
b Portion included in line 38a attributable to use of prefunding and funding standard carryover balances		38b	0
39 Unpaid minimum required contribution for current year (excess, if any, of line 36 over line 37)		39	0
40 Unpaid minimum required contributions for all years		40	0

Part IX Pension Funding Relief Under Pension Relief Act of 2010 (See Instructions)

41 If an election was made to use PRA 2010 funding relief for this plan:			
a Schedule elected		☐ 2 plus 7 years ☐ 15 years	
b Eligible plan year(s) for which the election in line 41a was made		☐ 2008 ☐ 2009 ☐ 2010 ☐ 2011	
42 Amount of acceleration adjustment		42	
43 Excess installment acceleration amount to be carried over to future plan years		43	

Schedule SB, line 22 — Description of Weighted Average Retirement Age

Each employee is assumed to retire in accordance with the table of retirement rates. The proportion of employees expected to retire at each potential retirement age is shown below. The average retirement age is 63.

(A)	(B)	(C)	(D)	(E)
Retirement age	Retirement Percent	Lx	Number of employees expected to retire (B) x (C)	(A) x (D)
55	2.00%	10,000	200	11,000
56	2.00%	9,800	196	10,976
57	2.00%	9,604	192	10,949
58	2.00%	9,412	188	10,918
59	7.00%	9,224	646	38,094
60	7.00%	8,578	600	36,028
61	10.00%	7,978	798	48,663
62	25.00%	7,180	1,795	111,287
63	13.00%	5,385	700	44,102
64	20.00%	4,685	937	59,966
65	20.00%	3,748	750	48,722
66	25.00%	2,998	750	49,472
67	25.00%	2,249	562	37,666
68	25.00%	1,687	422	28,671
69	25.00%	1,265	316	21,820
70	100.00%	949	949	66,407
Total				634,740
Average				63.47

Schedule SB, Part V — Summary of Plan Provisions

Summary of Major Plan Provisions

Effective date and plan year	Original plan: July 1, 1950 Restated plan: July 1, 2013 Plan year: July 1 to June 30
Most recent amendment	N/A
Status of the plan	The plan has ongoing benefit accruals and new employees are eligible to participate in the plan once they satisfy the participation requirements.
Significant events that occurred during the year	Deferred vested participants, who terminated service before February 1, 2013, were eligible to elect an immediate lump sum on or after April 10, 2013 but not later than May 16, 2013. These lump sums were paid during June 2013. Adoption of the Johnson Matthey Retirement Choice Program effective April 1, 2014.
Definitions	
• Eligibility	Each employee of a participating location hired before September 1, 2013 will be eligible on the first day of the employment year in which he/she is paid for at least 1,000 hours. Employees hired on or after September 1, 2013, including rehired employees, will not be eligible to participate in this plan.
• Employee contributions	Contributions were required until April 1, 1974. Under the Choice Program, effective April 1, 2014, participants electing to remain in the Pension Plan will be required to contribute 1.5% of base earnings.
• Vesting Service	See Credited Service below.

Schedule SB, Part V — Summary of Plan Provisions

-
- **Credited Service**

For Employees hired before September 1, 2013, any period of employment as an Employee of a Participating Employer.

Prior to July 1, 1982, service is measured in years and completed months of elapsed time. After June 30, 1982, a full Year of Credited Service is earned for each year a participant is credited with 2,080 hours. Partial credit is given in one month increments during any year that a participant is credited with less than 2,080 hours.

Vesting Service is based on 1,000 hours with no partial credit for less than 1,000 hours.

Alfa division employees receive Vesting Service from their original date of hire and benefit service from the later of their date of hire and February 13, 1989.

SMA employees receive Vesting Service from their original date of hire and benefit service from the later of their date of hire and February 13, 2001.

Pharm-Eco employees receive Vesting Service from their original date of hire and benefit service from the later of their date of hire and April 20, 2001.

CMC employees receive Vesting Service and benefit service from their original date of hire.

Synetix employees receive Vesting Service and benefit service from their original date of hire.

JM Vehicle Testing and Development employees receive Vesting Service from the later of their date of hire and February 3, 1999 and benefit service from April 1, 2005.

Lancaster Labs employees receive vesting and benefit service from the later of their date of hire and October 1, 2004.

Quest TruTec employees receive vesting and benefit service from the later of their date of hire and April 21, 2006.

Argillon employees receive Vesting Service from the later of their date of hire and February 6, 2008 and benefit service from the later of their date of hire and April 1, 2009.

For participants electing to switch to the new DC Plus Plan, effective April 1, 2014, Credited Service will be frozen as of March 31, 2014.

Employees rehired on or after September 1, 2013, who previously had accrued a benefit under the Plan, will not be eligible to earn Credited Service for benefit accrual purposes after rehire. They will, however, earn Vesting Service.
-
- **Final Average Earnings**

Average of the cash compensation (excluding bonuses and overtime) received for the highest 60 consecutive months. For non-highly compensated Synetix employees, cash compensation included bonuses and overtime until October 31, 2006.

For participants electing to switch to the new DC Plus Plan effective April 1, 2014, Final Average Earnings will be frozen as of March 31, 2014.
-

Schedule SB, Part V — Summary of Plan Provisions

<ul style="list-style-type: none"> • Social Security Breakpoint 	<p>\$916.67 times the ratio of the Social Security Taxable Wage Base for the year of termination, divided by the Social Security Taxable Wage Base for 1982 (which is \$32,400).</p> <p>The Social Security Taxable Wage for the year of termination is based on a weighted average of the current and preceding year's Social Security Taxable Wage Base.</p> <p>The Breakpoint on July 1, 2013 is \$3,165.91 per month.</p> <p>For participants electing to switch to the new DC Plus Plan effective April 1, 2014, Social Security Breakpoint will be frozen as of March 31, 2014.</p>
<ul style="list-style-type: none"> • Accrued Benefit 	<p>Amount earned to date of determination based on benefit formula for Normal Retirement (using Final Average Monthly Earnings and Years of Credited Service at date of determination). The Accrued Benefit is increased by the benefit attributable to the value of any employee contributions.</p> <p>For participants electing to switch to the new DC Plus Plan effective April 1, 2014, Accrued Benefit will be frozen as of March 31, 2014.</p>
Normal retirement	
<ul style="list-style-type: none"> • Eligibility 	<p>Retirement on the first day of the month coincident with or following attainment of age 65 and completion of five Years of Vesting Service.</p>
<ul style="list-style-type: none"> • Benefit 	<p>-1.4% x Years of Credited Service (35-year maximum) x Final Average Monthly Earnings up to the Social Security Breakpoint; plus</p> <p>-1.7% x Years of Credited Service (35-year maximum) x Final Average Monthly Earnings in excess of the Social Security Breakpoint; plus</p> <p>-1.7% x Years of Credited Service over 35 (5-year maximum) x Final Average Monthly Earnings</p> <p>For Syntex employees who were participants of the ICI pension plan, the benefit for service prior to November 1, 2002 is determined under the terms of the ICI pension plan.</p> <p>For participants electing to switch to the new DC Plus Plan effective April 1, 2014, Normal Retirement Benefit will be frozen as of March 31, 2014.</p>
Early retirement	
<ul style="list-style-type: none"> • Eligibility 	<p>Retirement on the first day of any month coincident with or following attainment of age 55 and completion of five years of Credited Service</p>

Schedule SB, Part V — Summary of Plan Provisions

• Benefit	<p>If the Participant has less than 15 years of Credited Service, Accrued Benefit to date of termination is reduced 1/180 for each of the first 60 months and 1/360 for each of the next 60 months of early commencement. If a Participant has 15 or more years of Credited Service at the time of termination and is age 55 or older, unreduced benefits are payable at age 62. If a Participant has at least 15 years of Credited Service at the time of termination and is age 55 or older, the Accrued Benefit is reduced by 1/240 for each of the first 60 months and 1/150 for each of the next 24 months of early commencement.</p> <p>For certain Syntex employees, the early retirement reduction under the ICI plan provisions applies to benefits accrued prior to October 31, 2006, if more favorable than the Johnson Matthey plan provisions.</p>
Late retirement	
• Eligibility	Retirement after attainment of normal retirement age.
• Benefit	Accrued Benefit to late retirement date.
Deferred vested	
• Eligibility	Termination after completion of at least five years of Vesting Service.
• Benefit	Accrued Benefit payable at Normal Retirement Date or reduced for early commencement after age 55.
Disability	
• Eligibility	Retirement due to disability (as determined by the Committee on basis of independent medical evidence) after completion of at least 10 years of Credited Service.
• Benefit	Continued benefit accruals until Normal Retirement Date. Employee may elect to commence a benefit after attainment of age 55 with applicable reduction for early retirement.
Pre-retirement death	
• Eligibility prior to early retirement	Participant vested in Accrued Benefit and married for at least one year.
• Benefit prior to early retirement	Annuity payable to participant's spouse equal to 50% of the benefit the employee would have received had the employee terminated the day before his/her death, retired when first eligible for early retirement, and elected the Joint & 50% Survivor option. If participant had employee contributions, they will be paid with interest to the beneficiary.
• Eligibility after early but before normal retirement	Participant eligible for early retirement, not yet receiving a benefit; married for at least one year.
• Benefit after early but before normal retirement	Annuity payable to participant's spouse equal to 100% of the benefit the employee would have received had the employee retired on the day before his/her death and elected the Joint & 100% Survivor option. If a participant had employee contributions, they will be paid with interest to the beneficiary.

Schedule SB, Part V — Summary of Plan Provisions

Postretirement death	
• Eligibility	If a participant after Normal, Early, Late, or Disability Retirement, the participant's beneficiary will be entitled to a lump-sum benefit in addition to any survivor benefits payable under the select form of annuity
• Benefit	10% of Final Average Monthly Earnings multiplied by 12, minus \$1,000 (paid by Group Insurance Plan).
Form of benefits	
• Automatic form for unmarried participants	Life Annuity with 60 months guaranteed
• Automatic form for married participants	Joint and 50% Survivor Annuity (actuarially reduced)
• Optional forms	Life annuity; Life annuity with 60 or 120 months guaranteed; Joint and 50%, 66 2/3%, 75%, or 100% Survivor annuity; Lump-Sum payment if less than or equal to \$5,000. Effective July 1, 2014, unlimited lump-sum payment. Synetix employees who were participants of the Unichema pension plan may elect a full lump-sum payment for benefits accrued prior to October 31, 2006.
• Optional form conversion factors	Annuities - UP84 mortality with three year setback for beneficiaries and 8.0% interest. Lump sums – 417(e) interest rates for the month of March preceding the plan year in which the payment is made and the applicable 417(e) mortality table.
Miscellaneous	
• Maximum compensation	Compensation for any 12-month period used to determine accrued benefits may not exceed the limits in IRC Section 401(a)(17) for the calendar year in which the 12-month period begins. This limit is indexed annually. For 2013, the limit is \$255,000.
• Maximum benefits	Annual benefits may not exceed the limits in IRC Section 415. This limit is indexed annually. For 2013 the limit is \$205,000.
• Funding medium	Master trust fund with Mellon Capital Management Corporation.

Schedule SB, Part V — Summary of Plan Provisions

Benefits Included or Excluded

Unless noted below, all benefits provided by the plan, as restated and amended effective July 1, 2010, are included in this valuation.

- **Most recent plan amendments included:** The Plan was restated effective July 1, 2013.
- **Plan amendments excluded:** Changes pertaining to the Johnson Matthey Retirement Choice Program were excluded for the July 1, 2013 funding valuation because it is effective after the valuation date.
- **Late retirement increases:**
 - *Active participants:* The plan provides benefit suspension notices to participants who work beyond normal retirement; therefore, late retirement actuarial increases only apply to participants who defer retirement beyond age 70½. This valuation includes increases for current participants over age 70 ½.
 - *Deferred vested participants:* Current deferred vested participants over normal retirement age are valued including the late retirement actuarial increase.
- **Internal Revenue Code limitations:** The limitations of Internal Revenue Code Section 415(b) and 401(a)(17) have been incorporated into our calculations.
- **Postretirement death benefits:** These benefits are not being reflected for current inactive participants due to data limitations. This is not expected to materially impact results.
- **IRC Section 416 rules for top-heavy plans:** We did not test whether this plan is top-heavy (when the present value of benefits for key employees equals or exceeds 60% of the present value for all participants). However, we expect that the plan is not top-heavy due to the large number of rank-and-file participants; therefore, the funding target and target normal cost do not reflect any liability for top-heavy benefit accruals.

Plan Provisions Specific to Funding

Additional Benefits Included or Excluded

- **IRC Section 436 benefit restrictions:**
 - *Unpredictable contingent event benefits:* This valuation excludes restricted contingent event benefits that occurred before the valuation date but includes contingent event benefits which are expected to occur on or after the valuation date regardless of anticipated funding-based limitations.
 - *Plan amendments:* See above.
 - *Prohibited payments:* Limitations on prohibited benefits (if any) are reflected for annuity starting dates before the valuation date but are ignored for annuity starting dates on or after the valuation date.
 - *Benefit accruals:* The plan's funding target does not reflect any limitation on benefit accruals. The target normal cost does not reflect any limitation on benefit accruals.
- **Scheduled benefit increases:** Scheduled benefit increases effective after the end of the current plan year are excluded from minimum funding requirements.
- **Unpredictable contingent event benefits:** The plan does not have any unpredictable contingent event benefits.

Schedule SB, Part V — Summary of Plan Provisions

Plan Provision Changes Since Prior Valuation

Maximum compensation amounts and maximum benefit amounts under IRS rules were updated from 2012 to 2013.

Johnson Matthey Inc.
Amended and Restated Salaried Employees Pension Plan

Schedule of Assets (Held at End of Year) as of June 30, 2014
Employer Identification Number: 23-0411710 Plan Number: 001

(a)	(b)	(c)	(d)	(e)
	Identity of issuer, borrower or similar party	Description of investment, including maturity date, rate of interest, collateral, par or maturity value**	Cost	Current Value
*	EB DV Broad Mkt Stock Fund	Common collective trust	\$ 65,706,515	\$ 117,939,152
*	EB LT Govt/Credit Bond Fund	Common collective trust	146,500,036	176,828,533
*	EB Temp Investment Fund	Common collective trust	626,495	626,495
Total Assets (Held at End of Year)			\$ 212,833,046	\$ 295,394,180

* A party-in-interest as defined by ERISA.

** There is no maturity date, rate of interest, collateral, par or maturity value for the investments in the Plan.

Schedule SB, line 24 — Change in Actuarial Assumptions

- The expense component of normal cost increased from \$490,000 to \$770,000 to reflect our expectations for the current plan year.