

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 6057(b) and 6058(a) of the Internal Revenue Code (the Code). ► Complete all entries in accordance with the instructions to the Form 5500.	OMB Nos. 1210-0110 1210-0089 2016 This Form is Open to Public Inspection
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Part I	Annual Report Identification Information		
For calendar plan year 2016 or fiscal plan year beginning <u>07/01/2016</u> and ending <u>06/30/2017</u>			
A This return/report is for:	☐ a multiemployer plan	☐ a multiple-employer plan (Filers checking this box must attach a list of participating employer information in accordance with the form instructions.)	
	☒ 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 <u>JOHNSON MATTHEY, INC. SALARIED EMPLOYEES SAVINGS INVESTMENT PLAN</u>	1b Three-digit plan number (PN) ►	<u>003</u>	
	1c Effective date of plan	<u>07/01/1983</u>	
2a Plan sponsor's name (employer, if for a single-employer plan) Mailing address (include room, apt., suite no. and street, or P.O. Box) City or town, state or province, country, and ZIP or foreign postal code (if foreign, see instructions) <u>JOHNSON MATTHEY, INC.</u> <u>435 DEVON PARK DRIVE, SUITE 600</u> <u>WAYNE, PA 19087-1998</u>	2b Employer Identification Number (EIN) <u>23-0411710</u>		
	2c Plan Sponsor's telephone number <u>610-971-3000</u>		
	2d Business code (see instructions) <u>332900</u>		

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	<u>Filed with authorized/valid electronic signature.</u>	<u>04/06/2018</u>	<u>TOM ADAIR</u>
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE	<u>Filed with authorized/valid electronic signature.</u>	<u>04/09/2018</u>	<u>KARIL BLACK WOLLITZ</u>
	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)			Preparer's telephone number

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Form 5500 (2016)
v. 160205

3a Plan administrator's name and address ☒ Same as Plan Sponsor	3b Administrator's EIN 3c Administrator's telephone number <div style="background-color: #cccccc; height: 40px; width: 100%;"></div>
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 3519
6 Number of participants as of the end of the plan year unless otherwise stated (welfare plans complete only lines 6a(1) , 6a(2) , 6b , 6c , and 6d). a(1) Total number of active participants at the beginning of the plan year..... a(2) Total number of active participants at the end of the plan year b Retired or separated participants receiving benefits..... c Other retired or separated participants entitled to future benefits d Subtotal. Add lines 6a(2) , 6b , and 6c e Deceased participants whose beneficiaries are receiving or are entitled to receive benefits. f Total. Add lines 6d and 6e g Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item) h Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	<div style="background-color: #cccccc; height: 20px; width: 100%;"></div> 6a(1) 2629 6a(2) 2666 6b 8 6c 931 6d 3605 6e 19 6f 3624 6g 3160 6h 121
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: 2E 2F 2G 2J 2K 2S 2T 3D 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) ☐ <u>0</u> A (Insurance Information) (4) ☒ C (Service Provider Information) (5) ☒ D (DFE/Participating Plan Information) (6) ☐ G (Financial Transaction Schedules)

Part III Form M-1 Compliance Information (to be completed by welfare benefit plans)

11a If the plan provides welfare benefits, was the plan subject to the Form M-1 filing requirements during the plan year? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

If "Yes" is checked, complete lines 11b and 11c.

11b Is the plan currently in compliance with the Form M-1 filing requirements? (See instructions and 29 CFR 2520.101-2.) ☐ Yes ☐ No

11c Enter the Receipt Confirmation Code for the 2016 Form M-1 annual report. If the plan was not required to file the 2016 Form M-1 annual report, enter the Receipt Confirmation Code for the most recent Form M-1 that was required to be filed under the Form M-1 filing requirements. (Failure to enter a valid Receipt Confirmation Code will subject the Form 5500 filing to rejection as incomplete.)

Receipt Confirmation Code _____

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
		2016
		This Form is Open to Public Inspection.

For calendar plan year 2016 or fiscal plan year beginning 07/01/2016 and ending 06/30/2017	
A Name of plan JOHNSON MATTHEY, INC. SALARIED EMPLOYEES SAVINGS INVESTMENT PLAN	B Three-digit plan number (PN) ▶ 003
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	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	
T. ROWE PRICE RETIREMENT PLAN SVCS	4515 PAINTERS MILL ROAD OWINGS MILLS, MD 21117-4903

(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)

FINANCIAL ENGINES

1050 ENTERPRISE WAY
3RD FLOOR
SUNNYVALE, CA 94089

(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?
27	NONE	95716	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

MERCER

13-2843441

(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?
27 50	NONE	86288	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	67371	Yes ☐ No ☒	Yes ☐ No ☐		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)

BDO

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	52457	Yes ☐ No ☒	Yes ☐ No ☐		Yes ☐ No ☐

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

T. ROWE PRICE

52-1714114

(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?
15 37 38 50 52 64	RK, TRUSTEE, CUSTODIAN	9426	Yes ☒ No ☐	Yes ☒ No ☐	0	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
(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
(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
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(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
(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:	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:

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 <div style="text-align: center; font-size: 1.2em; font-weight: bold;">2016</div> This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 07/01/2016 and ending 06/30/2017

A Name of plan <u>JOHNSON MATTHEY, INC. SALARIED EMPLOYEES SAVINGS INVESTMENT PLAN</u>	<table border="1" style="width:100%; border-collapse: collapse;"> <tr> <td style="width:80%;">B Three-digit plan number (PN) ►</td> <td style="width:20%; text-align: center;"><u>003</u></td> </tr> <tr> <td colspan="2" style="height: 20px;"></td> </tr> </table>	B Three-digit plan number (PN) ►	<u>003</u>		
B Three-digit plan number (PN) ►	<u>003</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>T-ROWE PRICE STABLE VALUE FUND</u>		
b Name of sponsor of entity listed in (a): <u>T-ROWE PRICE TRUST COMPANY</u>		
c EIN-PN <u>52-1309931-001</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>37400088</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRUDENTIAL CORE BOND PLUS</u>		
b Name of sponsor of entity listed in (a): <u>PRUDENTIAL TRUST COMPANY</u>		
c EIN-PN <u>23-6994310-165</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>12277897</u>
a Name of MTIA, CCT, PSA, or 103-12 IE: <u>PRINCIPAL DIVERSIFIED REAL ASSET S</u>		
b Name of sponsor of entity listed in (a): <u>PRINCIPAL LIFE INSURANCE COMPANY</u>		
c EIN-PN <u>42-0127290-123</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>632248</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
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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
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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)

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
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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) <small>Internal Revenue Service</small> <hr/> <small>Department of Labor</small> <small>Employee Benefits Security Administration</small> <hr/> <small>Pension Benefit Guaranty Corporation</small>	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.	<small>OMB No. 1210-0110</small> 2016 This Form is Open to Public Inspection
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For calendar plan year 2016 or fiscal plan year beginning 07/01/2016 and ending 06/30/2017		
A Name of plan JOHNSON MATTHEY, INC. SALARIED EMPLOYEES SAVINGS INVESTMENT PLAN	B Three-digit plan number (PN) ►	003
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
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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	4625	2
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)	3183487	3353756
(9) Value of interest in common/collective trusts	1c(9)	45301784	50268387
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)		
(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)	218646145	263574998
(14) Value of funds held in insurance company general account (unallocated contracts).....	1c(14)		
(15) Other	1c(15)	0	20862

1d Employer-related investments:		(a) Beginning of Year	(b) End of Year
(1) Employer securities	1d(1)	44338865	35977941
(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	311474906	353195946

Liabilities

g Benefit claims payable	1g		
h Operating payables	1h	0	72729
i Acquisition indebtedness	1i		
j Other liabilities	1j		
k Total liabilities (add all amounts in lines 1g through 1j)	1k	0	72729

Net Assets

l Net assets (subtract line 1k from line 1f)	1l	311474906	353123217
---	-----------	-----------	-----------

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)	12028288	
(B) Participants	2a(1)(B)	12732759	
(C) Others (including rollovers)	2a(1)(C)	2505001	
(2) Noncash contributions	2a(2)		
(3) Total contributions. Add lines 2a(1)(A) , (B) , (C) , and line 2a(2)	2a(3)		27266048
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)	169883	
(F) Other	2b(1)(F)		
(G) Total interest. Add lines 2b(1)(A) through (F)	2b(1)(G)		169883
(2) Dividends: (A) Preferred stock	2b(2)(A)		
(B) Common stock	2b(2)(B)	1115208	
(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)	8456712	
(D) Total dividends. Add lines 2b(2)(A) , (B) , and (C)	2b(2)(D)		9571920
(3) Rents	2b(3)		
(4) Net gain (loss) on sale of assets: (A) Aggregate proceeds	2b(4)(A)	12958909	
(B) Aggregate carrying amount (see instructions)	2b(4)(B)	12000703	
(C) Subtract line 2b(4)(B) from line 2b(4)(A) and enter result	2b(4)(C)		958206
(5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)	366559	
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		366559

		(a) Amount	(b) Total
(6) Net investment gain (loss) from common/collective trusts	2b(6)		356316
(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)		29721361
c Other income.....	2c		
d Total income. Add all income amounts in column (b) and enter total.....	2d		68410293

Expenses

e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	26537737	
(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)		26537737
f Corrective distributions (see instructions)	2f		1154
g Certain deemed distributions of participant loans (see instructions)	2g		33789
h Interest expense.....	2h		
i Administrative expenses: (1) Professional fees.....	2i(1)	104441	
(2) Contract administrator fees.....	2i(2)		
(3) Investment advisory and management fees.....	2i(3)	182004	
(4) Other	2i(4)	9426	
(5) Total administrative expenses. Add lines 2i(1) through (4).....	2i(5)		295871
j Total expenses. Add all expense amounts in column (b) and enter total	2j		26868551

Net Income and Reconciliation

k Net income (loss). Subtract line 2j from line 2d	2k		41541742
l Transfers of assets:			
(1) To this plan.....	2l(1)		106569
(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.)	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.)	4d		X	
e Was this plan covered by a fidelity bond?	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?	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?	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?	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.)	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.)	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?	4k		X	
l Has the plan failed to provide any benefit when due under the plan?	4l		X	
m If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
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			
o Defined Benefit Plan or Money Purchase Pension Plan Only: Were any distributions made during the plan year to an employee who attained age 62 and had not separated from service?	4o			

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
If "Yes" is checked, enter the My PAA confirmation number from the PBGC premium filing for this plan year (See instructions.)

Part V Trust Information

6a Name of trust	6b Trust's EIN
6c Name of trustee or custodian	6d Trustee's or custodian's telephone number

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 sections 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 2016 This Form is Open to Public Inspection.
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For calendar plan year 2016 or fiscal plan year beginning 07/01/2016 and ending 06/30/2017

A Name of plan <u>JOHNSON MATTHEY, INC. SALARIED EMPLOYEES SAVINGS INVESTMENT PLAN</u>	B Three-digit plan number (PN) ▶ <u>003</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
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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>23-0891050</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	

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

For Paperwork Reduction Act Notice, see the Instructions for Form 5500.

Schedule R (Form 5500) 2016
v. 160205

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
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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: <u>0.0</u> % Investment-Grade Debt: _____% 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): _____	

Part VII	IRS Compliance Questions
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20a	Is the plan a 401(k) plan? If "No," skip b	☐ Yes	☐ No
20b	How did the plan satisfy the nondiscrimination requirements for employee deferrals under section 401(k)(3) for the plan year? Check all that apply:	☐ Design-based safe harbor	☐ "Prior year" ADP test
		☐ "Current year" ADP test	☐ N/A
21a	What testing method was used to satisfy the coverage requirements under section 410(b) for the plan year? Check all that apply:	☐ Ratio percentage test	☐ Average benefit test ☐ N/A
21b	Did the plan satisfy the coverage and nondiscrimination requirements of sections 410(b) and 401(a)(4) for the plan year by combining this plan with any other plan under the permissive aggregation rules?	☐ Yes	☐ No
22a	If the plan is a master and prototype plan (M&P) or volume submitter plan that received a favorable IRS opinion letter or advisory letter, enter the date of the letter ____/____/____ and the serial number _____.		
22b	If the plan is an individually-designed plan that received a favorable determination letter from the IRS, enter the date of the most recent determination letter ____/____/____.		

**Johnson Matthey Inc.
Salaried Employees' Savings
Investment Plan**

Financial Statements and
Supplemental Schedule
As of June 30, 2017 and 2016
and for the Year Ended June 30, 2017

Johnson Matthey Inc.
Salaried Employees' Savings Investment Plan

Financial Statements and
Supplemental Schedule
As of June 30, 2017 and 2016
and for the Year Ended June 30, 2017

**Johnson Matthey Inc.
Salaried Employees' Savings Investment Plan**

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Independent Auditor's Report

Plan Administrator
Johnson Matthey Inc. Salaried Employees' Savings Investment Plan
Wayne, Pennsylvania

Report on the Financial Statements

We have audited the accompanying financial statements of the Johnson Matthey Inc. Salaried Employees' Savings Investment Plan (the Plan), which comprise the statements of net assets available for benefits as of June 30, 2017 and 2016, and the related statement of changes in net assets available for benefits for the year ended June 30, 2017, 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 audits 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 3, which was certified by T. Rowe Price Trust Company, 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, 2017 and 2016, and for the year ended June 30, 2017, 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 Schedule of Assets (Held at End of Year) as of June 30, 2017 is 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 is presented for the purpose of additional analysis and is 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 this supplemental schedule.

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 schedule, 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
April 6, 2018

Financial Statements

**Johnson Matthey Inc.
Salaried Employees' Savings Investment Plan**

Statements of Net Assets Available for Benefits

<i>June 30,</i>	2017	2016
Assets		
Investments		
Mutual funds	\$ 263,575,000	\$218,650,770
Common stock	35,977,941	44,338,865
Common/collective trust funds	50,268,387	45,301,785
Total Investments	349,821,328	308,291,420
Receivables		
Due from Plan Sponsor	-	14,600
Notes receivable from participants	3,420,074	3,216,015
Total Receivables	3,420,074	3,230,615
Prepaid expense	20,862	-
Total Assets	353,262,264	311,522,035
Liabilities		
Administrative expenses payable	72,729	-
Net Assets Available for Benefits	\$ 353,189,535	\$311,522,035

See accompanying notes to financial statements.

**Johnson Matthey Inc.
Salaried Employees' Savings Investment Plan**

Statement of Changes in Net Assets Available for Benefits

Year ended June 30, 2017

Additions to (Deductions from) Net Assets

Investment income:

Dividends and interest:

Mutual funds	\$ 8,456,712
Common/collective trust funds	704,184
Common stock	1,115,208

Net appreciation (depreciation):

Mutual funds	29,721,361
Common stock	1,324,764
Common/collective trust funds	(347,868)

Total Investment Income	40,974,361
--------------------------------	-------------------

Interest Income on Notes Receivable from Participants	169,883
--	----------------

Contributions

Participant	12,731,604
Employer	12,028,288
Rollovers	2,505,001

Total Contributions	27,264,893
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Deductions

Benefits paid to participants and beneficiaries	26,537,737
Administrative expenses	310,469

Total Deductions	26,848,206
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Net Increase Before Transfer of Assets	41,560,931
---	-------------------

Transfer of Assets	106,569
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Net Increase	41,667,500
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Net Assets Available for Benefits, beginning of year	311,522,035
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Net Assets Available for Benefits, end of year	\$ 353,189,535
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See accompanying notes to financial statements.

Johnson Matthey Inc. Salaried Employees' Savings Investment Plan

Notes to Financial Statements

1. Description of Plan

The following description of the Johnson Matthey Inc. Salaried Employees' Savings Investment 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 contribution plan covering the salaried employees of Johnson Matthey Inc. (the "Company") who have one month of service and have elected to participate in the Plan. Effective July 1, 2008, part time employees working at least 16 hours per week are eligible to participate. The Plan is subject to the Employee Retirement Income Security Act of 1974 ("ERISA"), as amended.

Contributions

Each year, participants may contribute up to 50% of their monthly pretax base compensation as defined in the Plan. Participants may allocate a portion of their contributions as Roth 401(k) contributions, which is an after-tax contribution. The participant's maximum pretax and after-tax contributions are limited as defined by the Internal Revenue Code ("IRC"). Participants may also contribute amounts representing distributions from other qualified defined benefit or defined contribution plans. Catch up contributions are permitted up to the limit as defined by the IRC.

Newly hired individuals are automatically enrolled in the Plan with a 3% contribution rate.

The Plan is a Safe Harbor 401(k) Plan. The maximum company Safe Harbor matching contribution will be 100% of the employee basic contributions up to 4% of the employee's compensation. Employee basic contributions includes pretax, after tax and catch up contributions. The Safe Harbor matching contribution may be invested in any of the investment options offered under the Plan. Effective July 1, 2011, the Plan was amended to allow eligible hourly employees to receive Safe Harbor matching contributions after meeting certain service criteria.

The Company will make an employer contribution equal to 8% of an employee's compensation in addition to the Safe Harbor matching contribution for employees who meet certain eligibility requirements. If the employee was hired or rehired by the Company on or after September 1, 2013; if the employee is a participant under the Johnson Matthey Inc. Amended and Restated Salaried Employees Pension Plan (the "Pension Plan") and elected to participate in this Plan on or after April 1, 2014 instead of continue to actively participate in the Pension Plan; or if the employee was hired or rehired by the Company prior to September 1, 2013 and was not eligible to accrue a benefit under the Pension Plan due to the Pension Plan's eligibility service requirement of at least a 1,000 hours of service. There are different eligibility requirements for part-time salaried and hourly employees.

Participant Accounts

Each participant's account is credited with the participant's contributions and allocations of (a) the Company's Safe Harbor matching contributions, (b) Employer Contributions and (c) Plan earnings and is charged with an allocation of administrative expenses. Allocations are based on participant earnings, deferrals or account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the participant's vested account.

Johnson Matthey Inc.
Salaried Employees' Savings Investment Plan

Notes to Financial Statements

Investment Options

Participants may direct the investment of their account balances into various investment options offered by the Plan. Effective July 1, 2016, the Plan implemented a 25% cap limit within a participant's account balance for the Johnson Matthey PLC common stock.

Vesting

Participants are always 100% vested in their pretax or after-tax contributions and are immediately vested in the Safe Harbor matching contributions. Participants are fully vested in employer contributions after three years.

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. Recordkeeping fees are paid by the Plan. If any redemption fees relating to investment transactions apply, those charges are paid from the participant's account for investments held less than 30 days.

Forfeitures

Forfeitures are used to offset future employer contributions and to pay Plan expenses. The balances of forfeited non-vested accounts at June 30, 2017 and 2016 were \$312,413 and \$340,749, respectively.

During the plan year ending June 30, 2017, the Plan utilized \$565,603 of forfeitures to offset employer contributions.

Notes Receivable from Participants

Participants may borrow from their accounts a minimum of \$1,000 up to a maximum equal to the lesser of \$50,000 or 50% of their vested account balance not including employer contributions or funds invested in Johnson Matthey PLC common stock. The loans are secured by the balance in the participant's account and bear interest at rates that are commensurate with local borrowing rates. Current interest rates range from 4.25% to 9.50%. Loan repayments are made through payroll deductions over a period not to exceed five years, with the exception of loans for the purchase of a primary residence, which may have a longer term.

Payment of Benefits

Upon separation of service, death, disability, or retirement, participants may elect to receive a lump-sum amount equal to the value of the vested interest in their accounts, unless they elect to receive their benefits in the form of installments, or combination of a lump sum amount and installments. Additionally, if the participant reaches age 59 ½, or under certain circumstances of financial hardship, the participant is allowed to withdraw funds from the Plan.

Effective July 1, 2011, the Plan was amended to incorporate the Safe Harbor hardship withdrawal rules.

Johnson Matthey Inc.
Salaried Employees' Savings Investment Plan

Notes to Financial Statements

Administrative Budget Account

The Plan has an Administrative Budget Account with T. Rowe Price. The account may be used to pay Plan expenses or may be allocated to participants. At June 30, 2017 and 2016 the Administrative Budget account totaled \$233,203 and \$473,299, respectively.

During the plan year ending June 30, 2017, the Plan utilized \$256,694 from the Administrative Budget account to pay for certain plan expenses.

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 amounts reported of assets and liabilities and changes therein, and disclosures of contingent assets and liabilities. 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.

Shares of mutual funds are valued at the net asset value of shares held by the Plan at year end. The Johnson Matthey PLC common stock is stated at fair value based upon a quoted market price. The investments in the common/collective trust funds are valued at net asset value ("NAV") per unit, as determined by the trustee at year end. The NAV is used as the practical expedient to estimate fair value (See Note 4).

Investment transactions are recorded on a trade-date basis. Interest income is recorded on the accrual basis. Dividend income, including capital gain distributions, is recorded on the ex-dividend date.

Securities traded in markets that are not considered active are valued based on quoted market prices, broker or dealer quotations, or alternative pricing sources with reasonable levels of price transparency. Securities that trade infrequently and therefore have little or no price transparency are valued using the Plan trustee's best estimate. Other than those matters described in Note 4, there are no restrictions or limitations on the withdrawal of other investments in the portfolio.

Notes Receivable from Participants

Notes receivable from participants are measured at their unpaid principal balance plus any accrued but unpaid interest. No allowance for credit losses has been recorded as of June 30, 2017 or 2016. If a participant ceases to make loan repayments and the plan administrator deems the loan to be in default, the participant loan balance is reduced and a benefit payment is recorded.

Johnson Matthey Inc.
Salaried Employees' Savings Investment Plan

Notes to Financial Statements

Payment of Benefits

Benefits are recorded when paid.

3. Certified Investments

Certain information related to investments disclosed in the accompanying financial statements and supplemental schedule, including investments held at June 30 2017 and 2016 and dividends and net appreciation for the year ended June 30, 2017, was obtained or derived from information supplied to the plan administrator and certified as complete and accurate by T. Rowe Price Trust Company, the trustee of the Plan.

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 schedule.

4. Fair Value Measurement

The framework for measuring fair value provides 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, 2017 and 2016.

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.

Johnson Matthey Inc. Salaried Employees' Savings Investment Plan

Notes to Financial Statements

The following tables set forth by level within the fair value hierarchy the Plan investment assets at fair value as of June 30, 2017 and 2016:

	Investment Assets at Fair Value at June 30, 2017			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 257,648,736	\$ 5,926,264	\$ -	\$ 263,575,000
Common stock	-	35,977,941	-	35,977,941
Total investments at fair value	257,648,736	41,904,205	-	299,552,941
Common/collective trust funds measured at net asset value*	-	-	-	50,268,387
Total Investments	\$ 257,648,736	\$ 41,904,205	\$ -	\$ 349,821,328

	Investment Assets at Fair Value at June 30, 2016			
	Level 1	Level 2	Level 3	Total
Mutual funds	\$ 212,195,956	\$ 6,454,814	\$ -	\$ 218,650,770
Common stock	-	44,338,865	-	44,338,865
Total investments at fair value	212,195,956	50,793,679	-	262,989,635
Common/collective trust funds measured at net asset value*	-	-	-	45,301,785
Total Investments	\$ 212,195,956	\$ 50,793,679	\$ -	\$ 308,291,420

*Certain investments that are measured at fair value using the net asset value per share (or its equivalent) practical expedient have not been categorized in the fair value hierarchy. The fair value amounts presented in this table are intended to permit reconciliation of the fair value hierarchy to the amounts presented in the Statements of Net Assets Available for Benefits.

Johnson Matthey Inc. Salaried Employees' Savings Investment Plan

Notes to Financial Statements

Fair Value of Investments that Calculate Net Asset Value (NAV)

The following table summarizes investments measured at fair value based on NAV per share as of June 30, 2017 and 2016, respectively.

<i>June 30, 2017</i>		Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Stable Value Fund (a)	\$	37,358,242	N/A	Daily	12 or 30 months
Diversified Real Assets CIT (b)		632,248	N/A	Daily	Daily-3 days
Core Plus Bond Fund (c)		12,277,897	N/A	Daily	Daily

<i>June 30, 2016</i>		Fair Value	Unfunded Commitments	Redemption Frequency (if currently eligible)	Redemption Notice Period
Stable Value Fund (a)	\$	38,653,118	N/A	Daily	12 or 30 months
Diversified Real Assets CIT (b)		498,933	N/A	Daily	Daily-3 days
Core Plus Bond Fund (c)		6,149,734	N/A	Daily	Daily

(a) Stable Value Fund - The Plan has a common collective trust investment with the T. Rowe Price Stable Value Common Trust Fund (the "Fund"). The Fund is a direct filing entity. Under the terms of the Fund's Declaration of Trust, retirement plans invested in the Fund are required to provide either a 12 or 30 month advance written notice to the Fund's trustee prior to a full redemption of trust units. As of June 30, 2017, the Plan had not provided the Fund's trustee with advance written notice.

(b) Diversified Real Asset CIT - The Plan has a collective investment trust (the "DRA CIT"), with Principal Trust Company (the "Trustee"). The DRA CIT is a direct filing entity. Withdrawals are permitted on any business day and are processed within a reasonable time, normally not to exceed 3 days. The Trustee will calculate the unit value applicable to each investment on each valuation date.

(c) Core Plus Bond Fund - The Plan is invested in the Core Plus Bond Fund (the "Bond Fund") through their participation in the Prudential Trust Company Collective Trust. The investment is a direct filing entity.

5. Related Party and Party-In-Interest Transactions

Certain Plan investments are managed by an affiliate of T. Rowe Price Trust Company, the trustee of the Plan and, therefore, these transactions qualify as party-in-interest. Notes receivable from participants also qualify as party-in-interest transactions. All of these transactions are considered to be exempt party-in-interest transactions under ERISA.

Johnson Matthey Inc. Salaried Employees' Savings Investment Plan

Notes to Financial Statements

At June 30, 2017 and 2016, the Plan had an investment option in the common stock of Johnson Matthey PLC, the parent company of Johnson Matthey Inc., totaling \$35,977,941 and \$44,338,865, respectively. During the year ended June 30, 2017, the Plan recorded dividend income totaling \$1,115,208.

During the year ended June 30, 2016, the Plan paid certain administrative expenses for the Pension Plan, which is a related party to the Plan, totaling \$14,600. The payment of the expenses was considered to be a prohibited transaction as determined by counsel for the Plan. The amount is shown as a receivable on the Statements of Net Assets Available for Benefits as of June 30, 2016. On March 29, 2017, the Plan was reimbursed by the Company for the prohibited transaction.

6. Transfer of Assets

Due to a job classification change, the Plan accepted a transfer of assets from the Johnson Matthey Hourly 401(k) Plan, which is a related party to the Plan. As a result of the transfer, Plan assets totaling \$106,569 were transferred into the Plan during the year end June 30, 2017.

7. 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 of ERISA. In the event of Plan termination, participants will become 100 percent vested in their accounts.

8. Tax Status

The Internal Revenue Service ("IRS") has determined and informed the Company by a letter dated July 11, 2016, that the Plan is designed in accordance with applicable sections of the Internal Revenue Code ("IRC"). The Plan has been amended since receiving the determination letter. The Company believes the Plan is currently operating in compliance with the applicable provisions of the IRC.

Prior to the letter dated July 11, 2016, the Plan had received a letter dated March 26, 2012, from the IRS stating that the Plan and related trust were designed in accordance to the applicable sections of the IRC.

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, 2017, 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.

Johnson Matthey Inc. Salaried Employees' Savings Investment Plan

Notes to Financial Statements

9. Reconciliation of Financial Statements to Form 5500

The following is a reconciliation of net assets available for benefits per the financial statements to the Form 5500:

<i>June 30,</i>	2017	2016
Net assets available for benefits per financial statements	\$353,189,535	\$ 311,522,035
Less: Due from Plan Sponsor	-	(14,600)
Less: Deemed distribution of participant loans	(66,318)	(32,529)
Net Assets Available for Benefits Per the Form 5500	\$353,123,217	\$ 311,474,906

The following is a reconciliation of total deductions per the financial statements to the Form 5500:

<i>June 30, 2017</i>	
Total deductions per the financial statements	\$ 26,848,206
Less: Due from Plan Sponsor	(14,600)
Add: Corrective distribution at June 30, 2017	(1,156)
Add: Net deemed distribution of participant loans	33,789
Total Deductions Per the Form 5500	\$ 26,868,551

10. Risks and Uncertainties

The Plan invests in various investment securities, which 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 changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

The Plan invests in mutual funds and common stock that invest in securities of foreign companies, which involve special risks and considerations not typically associated with investing in US companies. These risks include devaluation of currencies, less reliable information about issuers, different securities transaction clearance and settlement practice, and possible adverse political and economic developments. Moreover, securities of many foreign companies and their markets may be less liquid and their prices more volatile than securities of comparable US companies.

11. Subsequent Events

The Plan has evaluated subsequent events through April 6, 2018, the date the financial statements were available to be issued.

Supplemental Schedule

Johnson Matthey Inc.
Salaried Employees' Savings Investment Plan

Schedule of Assets (Held at End of Year) as of June 30, 2017
Employer Identification Number 23-0411710 - Plan Number 003

(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	
* TRP Stable Value Fund	Common/collective trust funds	a \$	37,358,242	
Diversified Real Asset CIT	Common/collective trust funds	a	632,248	
Core Plus Bond Fund	Common/collective trust funds	a	12,277,897	
Total common/collective trust funds			50,268,387	
* T. Rowe Price				
Small-Cap Value Fund	Mutual fund	a	11,386,438	
Equity Income Fund	Mutual fund	a	14,165,414	
Mid-Cap Growth Fund	Mutual fund	a	24,562,424	
Blue Chip Growth Fund	Mutual fund	a	19,689,884	
Retirement 2005 Fund	Mutual fund	a	986,604	
Retirement 2010 Fund	Mutual fund	a	2,342,465	
Retirement 2015 Fund	Mutual fund	a	4,971,936	
Retirement 2020 Fund	Mutual fund	a	16,528,139	
Retirement 2025 Fund	Mutual fund	a	22,080,237	
Retirement 2030 Fund	Mutual fund	a	24,072,927	
Retirement 2035 Fund	Mutual fund	a	16,654,745	
Retirement 2040 Fund	Mutual fund	a	16,467,299	
Retirement 2045 Fund	Mutual fund	a	10,380,142	
Retirement 2050 Fund	Mutual fund	a	9,497,389	
Retirement 2055 Fund	Mutual fund	a	5,521,920	
Retirement 2060 Fund	Mutual fund	a	286,681	
Vanguard Ttl Int Stk Ind Adm	Mutual fund	a	11,808,637	
Vanguard Inst Index	Mutual fund	a	28,944,293	
Vanguard Total Bond Index Adm	Mutual fund	a	9,449,674	
Vanguard Extended Mkt Index	Mutual fund	a	7,567,390	
Vanguard Treasury Mny Mkt Inv	Mutual fund	a	596,512	
Lazard Intl Strategic Eq Inst	Mutual fund	a	5,613,850	
Total mutual funds			263,575,000	
* Johnson Matthey PLC	Common stock	a	35,977,941	
* Participant loans	Loans to participants (interest rates range from 4.25% to 9.50%)	- \$	3,420,074	

* 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.

a The cost of participant-directed investments is not required to be disclosed.

Johnson Matthey Inc.
Salaried Employees' Savings Investment Plan

Schedule of Assets (Held at End of Year) as of June 30, 2017
Employer Identification Number 23-0411710 - Plan Number 003

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Total common/collective trust funds			50,268,387	
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Retirement 2020 Fund	Mutual fund	a	16,528,139	
Retirement 2025 Fund	Mutual fund	a	22,080,237	
Retirement 2030 Fund	Mutual fund	a	24,072,927	
Retirement 2035 Fund	Mutual fund	a	16,654,745	
Retirement 2040 Fund	Mutual fund	a	16,467,299	
Retirement 2045 Fund	Mutual fund	a	10,380,142	
Retirement 2050 Fund	Mutual fund	a	9,497,389	
Retirement 2055 Fund	Mutual fund	a	5,521,920	
Retirement 2060 Fund	Mutual fund	a	286,681	
Vanguard Ttl Int Stk Ind Adm	Mutual fund	a	11,808,637	
Vanguard Inst Index	Mutual fund	a	28,944,293	
Vanguard Total Bond Index Adm	Mutual fund	a	9,449,674	
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Vanguard Treasury Mny Mkt Inv	Mutual fund	a	596,512	
Lazard Intl Strategic Eq Inst	Mutual fund	a	5,613,850	
Total mutual funds			263,575,000	
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