

**RESOLUTIONS TAKEN BY THE ORDINARY AND SPECIAL GENERAL
MEETINGS**

OF SHAREHOLDERS HELD ON 27 APRIL 2023

ORDINARY GENERAL MEETING

Approval of the remuneration report

1. The shareholders' meeting approves the remuneration report for the financial year ended on 31 December 2022.

This motion has been passed with 155,029,531 votes in favour, 15,830,084 votes against and 16,216 abstentions.

Approval of the 2022 statutory annual accounts and the appropriation of the result

2. The shareholders' meeting approves the statutory annual accounts for the financial year ended on 31 December 2022 showing a profit for the financial year in the amount of EUR 296,681,252.56.

- Taking into account:

(1) the profit of the 2022 financial year: EUR 296,681,252.56

(2) the profit carried forward from the previous financial year: EUR 492,586,190.17

(3) the allocations to and releases from the unavailable reserve related to the movements in the own shares in 2022: EUR -26,825,811.87

(4) the interim dividend paid out in August 2022: EUR -60,025,706.25

the result to be appropriated stands at EUR 702,415,924.61

- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 0.80 per share (*). Considering the gross interim dividend of EUR 0.25 per share paid in August 2022, a balance gross amount of EUR 0.55 per share (*) will be paid on Thursday 4 May 2023. The shares held by Umicore itself are not entitled to a dividend.

This results in the following profit appropriation:

- profit to be appropriated: EUR 702,415,924.61

- payment of a gross dividend balance per share of EUR 0.55, i.e.: EUR 0.55 x 240,390,846 (*) (**)

- remainder to be carried forward, i.e. EUR 570,200,959.31

(*) 246,400,000 shares representing all the shares issued by UMICORE, less 6,009,154 own shares held today by UMICORE.

(**) *The actual gross dividend amount (and, subsequently, the balance amount) per share may fluctuate depending on possible changes in the number of own shares held by the Company between Thursday 27 April 2023 (i.e. the date of the ordinary shareholders' meeting) and Friday 28 April 2023 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to the financial year ended on 2022). The own shares are not entitled to a dividend.*

This motion has been passed with 168,650,319 votes in favour, 15,779 votes against and 2,209,733 abstentions.

Giving discharge to the directors and auditor

3. The shareholders' meeting grants discharge to the members of the supervisory board for the performance of their mandate during the financial year ended on 31 December 2022.

This motion has been passed with 156,131,011 votes in favour, 11,748,029 votes against and 2,996,791 abstentions.

4. The shareholders' meeting grants discharge to the statutory auditor for the performance of his mandate during the financial year ended on 31 December 2022.

This motion has been passed with 165,907,004 votes in favour, 1,972,036 votes against and 2,996,791 abstentions.

Composition of the board of directors and approval of remuneration

5. The shareholders' meeting re-elects Mr Mario Armero as member of the supervisory board for an additional term of three years, expiring at the end of the annual shareholders' meeting of 2026.

This motion has been passed with 151,838,321 votes in favour, 16,011,426 votes against and 3,026,084 abstentions.

6. The shareholders' meeting elects Mr Mr Marc Grynberg as new member of the supervisory board for a period of three years, expiring at the end of the 2026 ordinary general meeting..

This motion has been passed with 166,806,949 votes in favour, 4,068,809 votes against and 73 abstentions.

7. The shareholders' meeting approves the supervisory board members' remuneration proposed for the financial year 2023 consisting of:

- at the level of the supervisory board:
 - (1) for the chairperson:
 - (a) a fixed fee of EUR 140,000,
 - (b) by way of additional fixed remuneration, a grant of 2,000 Umicore shares, which shares must be kept until at least one year after the chairperson leaves the supervisory board and at least three years after the moment of award pursuant to article 7.6 of the 2020 Belgian Code on corporate governance.
 - (2) for each other member:
 - (a) a fixed fee of EUR 30,000,
 - (b) a fee per attended meeting of:
 - (i) EUR 3,000 for each Belgium-based member and
 - (ii) EUR 4,000 (in case of physical attendance) or EUR 3,000 (in case of attendance by means of tele- or videoconference) for each foreign-based member, and
 - (c) by way of additional fixed remuneration, a grant of 1,000 Umicore shares, which shares must be kept until at least one year after the member concerned leaves the supervisory board and at least three years after the moment of award pursuant to article 7.6 of the 2020 Belgian Code on corporate governance.
- at the level of a) the audit committee and b) the newly established sustainability committee:
 - (1) for the chairperson:
 - (a) a fixed fee of EUR 10,000 and
 - (b) a fee per attended meeting of EUR 5,000 (general rule) or EUR 6,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting, and only if the chairperson is foreign-based)
 - (2) for each other committee member:
 - (a) a fixed fee of EUR 5,000 and
 - (b) a fee per attended meeting of EUR 3,000 (general rule) or EUR 4,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting, and only if the member is foreign-based).
- at the level of a) the nomination and remuneration committee and b) the newly established investment committee:
 - (1) for the chairperson: no remuneration.
 - (2) for each other committee member:
 - (a) a fixed fee of EUR 5,000 and
 - (b) a fee per attended meeting of EUR 3,000 (general rule) or EUR 4,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting, and only if the member is foreign-based).

This motion has been passed with 160,316,965 votes in favour, 10,237,641 votes against and 321,225 abstentions.

SPECIAL GENERAL MEETING

Approval of change of control provisions

Sole resolution

In accordance with article 7:151 of the BCCA, the shareholders' meeting approves:

1. (i) clauses 23.1 and 24.4 of the joint venture agreement ('**JVA**') dated 26 September 2022 between the Company, PowerCo SE and Power HoldCo Lux SA, pursuant to which Power HoldCo Lux SA is granted a call option, exercisable at fair market value, on the shares held by the Company in the joint venture holding company BLUE UNITED BV/SRL in case of (a) a sanctioned entity or (b) an entity other than Volkswagen AG which is a strategic investor in the field of automotive and energy storage or a tier 1 battery firm, acquiring control of the Company ("control" defined as (x) control over more than 30% of the voting rights of the Company or (y) in case of (b) only, a third party being able to unilaterally determine, by way of statutory or contractual appointment rights or similar rights, 25% of the composition of the supervisory board or the management board of the Company), and (ii) any other provision of the JVA or any other document and/or transaction in connection with the JVA terminating or giving a right to termination or introducing transition arrangements in the joint venture and/or the supply relationship in case the call option would be exercised and such additional clauses providing for termination, expiry, right to termination or other contractual consequences falling within the scope of article 7:151 of the BCCA, including but not limited to clause 5.1(e) of the JVA, clauses 22.4(f) and 22.5 of the framework service level agreement, clause 15.1(e)(i)(B) of the sourcing framework agreement, clause 12.5 of the IP licensing agreement and clauses 11.6 to 11.9 of the joint development agreement, and
2. clause 8.10 of the sustainability-linked note purchase agreement (US private placement) dated 23 November 2022 between Umicore (as notes issuer) and several investors (as notes purchasers), which entitles all the holders of the notes issued under the note purchase agreement to have the entire unpaid principal amount of their notes prepaid by Umicore at par (as the case may be (in the event of swapped notes), with or less the net loss respectively net gain as defined under the above agreement), including accrued interests, in the event that 1) any person or group of persons acting in concert gains control over Umicore and 2) specific rating requirements for the issued notes are not met.

This motion has been passed with 170,711,631 votes in favour, 152,142 votes against and 12,058 abstentions.