



LIMITED LIABILITY COMPANY
Registered Office: Broekstraat 31 rue du Marais - 1000 Brussels
VAT BE 0401.574.852 RLE Brussels

VOTE BY CORRESPONDENCE

Ordinary, special and extraordinary shareholders' meeting to be held on
Tuesday 26 April 2016 at 5.00 p.m.
at the registered office Broekstraat 31 rue du Marais, 1000 Brussels

Original voting form to be returned by **Wednesday 20 April 2016** at the latest to
UMICORE
Mr B. Caeymaex
Broekstraat 31 rue du Marais
B-1000 Brussels (Belgium)

The undersigned ⁽¹⁾,

Owner of

..... ⁽²⁾
(quantity)

shares of UMICORE, with registered office at
Broekstraat 31 rue du Marais, B-1000 Brussels

hereby **irrevocably votes**, as indicated hereafter in the appropriate boxes, on the items of the following agenda :

A. ORDINARY GENERAL MEETING

AGENDA AND VOTING INSTRUCTIONS

Item 2

Approval of the remuneration report

First resolution

Proposed resolution:

- Approving the remuneration report for the financial year ended on 31 December 2015.

YES

NO

ABSTAIN

Item 3

Approval of the statutory annual accounts of the company for the financial year ended on 31 December 2015 including the proposed allocation of the result

Second resolution

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2015 showing a profit for the financial year in the amount of EUR 135,456,020.49.
- Taking into account:

(1) the profit of the 2015 financial year:	EUR 135,456,020.49
(2) the profit carried forward from the previous financial year:	EUR 375,608,855.58
(3) the allocations to and releases from the unavailable reserve related to the 2015 movements in the own shares:	EUR -8,481,541.36
(4) the interim dividend paid out in September 2015:	<u>EUR -54,250,733.00</u>
the result to be appropriated stands at	EUR 448,332,601.71
- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 1.20 per share (*). Taking into account the gross interim dividend of EUR 0.50 per share paid in September 2015, a balance gross amount of EUR 0.70 per share (*) will be paid on Monday 2 May 2016.

(). 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 Tuesday 26 April 2016 (i.e. the date of the ordinary shareholders' meeting) and Wednesday 27 April 2016 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2015). The own shares are not entitled to a dividend.*

YES

NO

ABSTAIN

Item 5

Discharge to the directors

Third resolution

Proposed resolution:

- Granting discharge to the directors for the performance of their mandate during the 2015 financial year.

YES

NO

ABSTAIN

Item 6

Discharge to the statutory auditor

Fourth resolution

Proposed resolution:

- Granting discharge to the statutory auditor for the performance of his mandate during the 2015 financial year.

YES

NO

ABSTAIN

Item 7

Board composition and remuneration

Fifth resolution

Proposed resolution:

- Appointing Mrs Françoise Chombar as independent director for a period of three years expiring at the end of the 2019 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Sixth resolution

Proposed resolution:

- Appointing Mr Colin Hall as director for a period of three years expiring at the end of the 2019 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Seventh resolution

Proposed resolution:

- Approving the board members' remuneration proposed for the financial year 2016 consisting of:
 - at the level of the board of directors: (1) a fixed fee of EUR 40,000 for the chairman and EUR 20,000 for each non-executive director, (2) a fee per attended meeting of EUR 5,000 for the chairman, EUR 2,500 for each Belgium-based non-executive director and EUR 3,500 for each foreign-based non-executive director, and (3) by way of additional fixed remuneration, a grant of 1,000 Umicore shares to the chairman and 500 Umicore shares to each non-executive director;
 - at the level of the audit committee: (1) a fixed fee of EUR 10,000 for the chairman of the committee and EUR 5,000 for each other member, and (2) a fee per attended meeting of EUR 5,000 for the chairman of the committee and EUR 3,000 for each other member;
 - at the level of the nomination and remuneration committee: a fee per attended meeting of EUR 5,000 for the chairman of the committee and EUR 3,000 for each other member.

YES

NO

ABSTAIN

B. SPECIAL GENERAL MEETING

AGENDA AND VOTING INSTRUCTIONS

Item 1

Approval of change of control provisions

First resolution

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, clause 7.2 of the revolving facility agreement dated 30 October 2015 between Umicore (as borrower) and several financial institutions (as lenders), which exempts the lenders from further funding (except under rollover loans) and also, under certain conditions, entitles them to cancel their commitment under said agreement, causing their participation in all amounts (outstanding loans, accrued interests and any other amounts) to be immediately due and payable, in the event that any person or group of persons acting in concert gain(s) control over Umicore.

YES

NO

ABSTAIN

C. EXTRAORDINARY GENERAL MEETING

AGENDA AND VOTING INSTRUCTIONS

Item 1

Renewal of the powers granted to the board of directors in the framework of the authorised capital

First resolution

Proposed resolution:

- The general meeting resolves to cancel the existing authorization as granted to the board of directors on 26 April 2011. It resolves to grant a new authorization to the board of directors to increase the capital of the company in one or more times by a maximum amount of EUR 50,000,000 for a duration of five years. Accordingly the shareholders' meeting resolves to replace the provisions of Article 6 of the articles of association ("*Authorized Capital*") by the following text:

"In accordance with the terms of a resolution adopted at the extraordinary general meeting held on 26 April 2016, the board of directors is authorized, for a period of five years starting on the date the aforementioned decision is published in the Riders to the Belgian Official Gazette, to increase the share capital by a maximum amount of EUR 50,000,000 (fifty million euros) according to the terms and conditions it shall define.

The board may effect this increase in one or more times, either by contributions in cash or, subject to legal restrictions, contributions in kind, as well as by incorporation of reserves, whether available or unavailable for distribution, or of share premiums, with or without issuing new stock. These increases may give rise to the issuance of shares with voting rights, of convertible bonds, as well as of subscription rights or other securities, whether or not attached

to other stock of the company, or attached to stock issued by another company. The board may freely determine whether the new shares shall be issued in registered or dematerialised form.

On this occasion, the board may, in the best interests of the company and in accordance with legal provisions, limit or cancel the preferential subscription rights of shareholders, in favour of one or more designated persons who, as the case may be, are not employed by the company or its subsidiaries.

If the capital increase includes a share premium, the amount of this premium shall be allocated to an unavailable "share premium" reserve, from which it may not be withdrawn in whole or part except to be incorporated into the capital by a decision of the board of directors using, should the case arise, the authorization conferred upon it by this Article, or to be reduced or cancelled by a decision of the general meeting of shareholders in accordance with Article 612 of the Companies Code."

YES

NO

ABSTAIN

Item 2

Second resolution

Cancellation of the VVPR-strips.

Proposed resolutions:

- Considering all rights attached to the VVPR-strips have ceased to exist following changes in the Belgian tax legislation, the general meeting resolves to formally cancel the 26,694,065 VVPR-strips the company has issued in the past.

YES

NO

ABSTAIN

Done at, on 2016

Signature.....

IMPORTANT NOTICES:

We remind you that this voting form will only be taken into account if it is timely returned to Umicore and provided that the shareholder has complied with the admission formalities of prior registration and confirmation as described in the convening notice.

In case shareholders exercise their right to add items to the agenda of a shareholders' meeting and/or to table draft resolutions, postal votes received by the company before the completed agenda has been issued will remain valid for the items covered. However, votes on agenda items for which new resolutions have been tabled will be invalid.

Shareholders who have voted by correspondence are furthermore excluded from participating at the voting in the shareholders' meetings with the shares concerned.

- ¹ The person signing the vote by correspondence form should indicate clearly his/her surname (in capital letters), usual forename and address. If these particulars are already given on the form, the person signing should check and, if necessary, correct them.
- ² Umicore will calculate the corresponding number of votes.