

**RESOLUTIONS TAKEN BY THE ORDINARY AND EXTRAORDINARY
GENERAL MEETINGS
OF SHAREHOLDERS HELD ON 26 APRIL 2018**

ORDINARY GENERAL MEETING

Approval of the remuneration report

1. The shareholders' meeting approves the remuneration report for the financial year ended on 31 December 2017.

This motion has been passed with 140,829,459 votes in favour, 27,949,634 votes against and 45,698 abstentions.

Approval of the 2017 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 2017 showing a profit for the financial year in the amount of EUR 149,816,219.06.

- Taking into account:		
(1) the profit of the 2017 financial year:	EUR	149,816,219.06
(2) the profit carried forward from the previous financial year:	EUR	418,903,563.80
(3) the allocations to and releases from the unavailable reserve related to the 2017 movements in the own shares:	EUR	7,862,229.08
(4) the interim dividend paid out in August 2017:	EUR	<u>- 71,302,168.60</u>
the result to be appropriated stands at	EUR	505,279,843.34

The shareholders' meeting approves the proposed appropriation of the result including the payment of a gross dividend of EUR 0,70 per share. Taking into account the gross interim dividend corresponding to EUR 0.325 per new share paid in August 2017, a balance gross amount of EUR 0.375 per share will be paid on Thursday 3 May 2018.

This results in the following profit appropriation:

- payment of a gross dividend balance per share of EUR 0.70, i.e.:	
EUR 0.375 x 242,609,358 (*) (**)	EUR 90,978,509.25
- remainder to be carried forward, i.e.	EUR 414,301,334.09

(*) 246,400,000 shares representing the capital less 3,790,642 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 26 April 2018 (i.e. the date of the ordinary shareholders' meeting) and Friday 27 April 2018 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to the financial year 2017). The own shares are not entitled to a dividend.

This motion has been passed with 166,625,390 votes in favour, 980,708 votes against and 1,218,693 abstentions.

Giving discharge to the directors and auditor

3. The shareholders' meeting grants discharge to the directors for the performance of their mandate during the 2017 financial year.

This motion has been passed with 163,116,310 votes in favour, 3,341,899 votes against and 2,366,582 abstentions.

4. The shareholders' meeting grants discharge to the statutory auditor for the performance of his mandate during the 2017 financial year.

This motion has been passed with 163,082,519 votes in favour, 3,531,692 votes against and 2,210,580 abstentions.

Composition of the board of directors and approval of remuneration

5. The shareholders' meeting re-appoints Mr Thomas Leysen as director for a period of three years expiring at the end of the 2021 ordinary shareholders' meeting.

This motion has been passed with 147,269,230 votes in favour, 20,277,859 votes against and 1,277,702 abstentions.

6. The shareholders' meeting re-appoints Mr Marc Grynberg as director for a period of three years expiring at the end of the 2021 ordinary shareholders' meeting.

This motion has been passed with 164,808,539 votes in favour, 3,860,250 votes against and 156,002 abstentions.

7. The shareholders' meeting re-appoints Mr Mark Garrett as independent director for a period of three years expiring at the end of the 2021 ordinary shareholders' meeting.

This motion has been passed with 150,865,829 votes in favour, 17,802,960 votes against and 156,002 abstentions.

8. The shareholders' meeting re-appoints Mr Eric Meurice as independent director for a period of three years expiring at the end of the 2021 ordinary shareholders' meeting.

This motion has been passed with 161,967,533 votes in favour, 6,857,258 votes against and 0 abstentions.

9. The shareholders' meeting appoints Mr Koenraad Debackere as independent director for a period of three years expiring at the end of the 2021 ordinary shareholders' meeting.

This motion has been passed with 166,634,877 votes in favour, 1,448,374 votes against and 741,540 abstentions.

10. Pursuant to Article 10 of the Articles of Association, the shareholders' meeting decides to set the board members' remuneration for the 2018 financial year as follows, consisting of:

- at the level of the board of directors: (1) a fixed fee of EUR 60,000 for the chairman and EUR 27,000 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 2,000 Umicore shares to the chairman and 1,000 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.

This motion has been passed with 166,355,864 votes in favour, 2,438,125 votes against and 30,802 abstentions.

EXTRAORDINARY GENERAL MEETING

1. Renewal of authorization to acquire own shares

The shareholders' meeting decides to renew the authorization to acquire own shares.

More specifically, the shareholders meeting

- authorizes the company to acquire own shares in the company on a regulated market, until 31 May 2022 (included), within a limit of 10% of the subscribed capital, at a price per share comprised between four euros (EUR 4.00) and one hundred euros (EUR 100.00);
- authorizes the company's direct subsidiaries to acquire shares in the company on a regulated market within the same limits as indicated above.

This motion has been passed with 165,041,932 votes in favour, 3,711,596 votes against and 71,263 abstentions.

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

The general meeting resolves to cancel the existing authorization as granted to the board of directors on 26 April 2016. 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 55,000,000 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 2018, 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 55,000,000 according to the terms and conditions it shall define.

The board may carry out 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 clause, or to be reduced or cancelled by a decision of the general meeting of shareholders in accordance with the conditions required for an amendment of the articles of association."

This motion has been passed with 154,132,482 votes in favour, 14,692,309 votes against and 0 abstentions.