



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

The shareholders are invited to attend the extraordinary shareholders' meeting which will be held on Wednesday 21 March 2012 at 10.00 a.m., at the registered office of Umicore, Broekstraat 31 rue du Marais, B-1000 Brussels.

In order to facilitate the keeping of the attendance list, the shareholders or their representatives will be invited to register as of 9.00 a.m.

In order for the following resolution to be validly adopted, the attendance conditions set out in Article 559 of the Companies Code must be complied with, namely that the shareholders present or represented at the meeting must hold at least half of the capital.

From past experience, it is likely that this meeting will not reach the required quorum and therefore will not be able to deliberate validly.

If this is indeed the case, a new extraordinary shareholders' meeting will be convened for Tuesday 24 April 2012, also at the registered office of Umicore, Broekstraat 31 rue du Marais, B-1000 Brussels, immediately following the ordinary and special shareholders' meeting which will be held at 5.00 p.m. This second extraordinary shareholders' meeting will deliberate irrespective of the number of shares present or represented.

AGENDA

1. Motion to renew the authorisation to acquire own shares.

Proposed resolution:

- Authorising the company to acquire own shares in the company on a regulated market, from 24 April 2012 until 23 October 2013 (included), within a limit of 10% of the subscribed capital, at a price per share comprised between four euros (EUR 4.00) and seventy-five euros (EUR 75.00).
Authorising the company's direct subsidiaries to acquire shares in the company on a regulated market within the same limits as indicated above.

I. CONDITIONS FOR ADMISSION

In accordance with Article 536 §2 of the Companies Code, shareholders will only be admitted to the shareholders' meeting and will subsequently only be entitled to vote at this meeting if the following **two requirements** are met:

- 1) Umicore must be able to determine, on the basis of the evidence submitted in accordance with the registration procedure described below, that they were holding **on Wednesday 7 March 2012 at midnight** (Belgian time) (the "**Record Date**") the number of shares for which they intend to participate in the shareholders' meeting, **and**
- 2) These shareholders must explicitly confirm to Umicore by **Thursday 15 March 2012** that they wish to participate in this shareholders' meeting.

REGISTRATION

The registration procedure is as follows:

For holders of registered shares

Holders of **registered shares** must be registered in the share register of Umicore on the Record Date, i.e. **on Wednesday 7 March 2012 at midnight** (Belgian time), for the number of shares for which they want their shareholding to be established on the Record Date and for which they want to participate in the shareholders' meeting.

For holders of printed bearer shares (Umicore shares existing before the share split: ISIN BE0003626372)

Holders of **printed bearer shares** must physically deposit the number of shares for which they want their shareholding to be established on the Record Date and for which they want to participate in the shareholders' meeting in a Belgian branch of one of the financial institutions listed below, **at the latest on Wednesday 7 March 2012**, before the close of business at such branch. The holding of the shares on the Record Date will be established on the basis of a confirmation of the deposit sent to Umicore by the relevant bank.

We draw your attention to the fact that since 1 January 2008, in accordance with the Belgian Law on the abolition of bearer shares, the deposit of printed bearer shares with a financial institution by a shareholder in view of participating in a shareholders' meeting causes the automatic dematerialisation of his/her/its bearer shares and their registration in a dematerialised deposit account with said financial institution. It is no longer possible to return printed bearer shares to shareholders once those shares have been deposited.

The number of dematerialised shares registered in the deposit account will take into account the split of the shares by a factor of five decided by the extraordinary shareholders' meeting held on 5 February 2008.

For holders of dematerialised shares

Holders of **dematerialised shares** will have to notify one of the financial institutions listed below of the number of shares for which they want their shareholding to be established on the Record Date and for which they want to participate in the shareholders' meeting, **at the latest on Wednesday 7 March 2012 at midnight** (Belgian time):

Banque Degroof/Bank Degroof
 BNP Paribas Fortis
 Dexia Banque/Dexia Bank
 ING
 KBC
 Petercam

The holding of the dematerialised shares on the Record Date will be established on the basis of a confirmation sent to Umicore by the financial institutions.

CONFIRMATION OF PARTICIPATION

In addition to the above registration the shareholders must **explicitly confirm** their participation in the shareholders' meeting to Umicore (attn. Mr B. Caeymaex, Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels, fax +32 (0)2 227 79 13 – legalcorp@umicore.com) by **Thursday 15 March 2012 at the latest**. Holders of printed bearer shares or dematerialised shares may also choose to instruct one of the financial institutions listed above to confirm to

Umicore their intention to participate in the meeting simultaneously with the notification to Umicore of the confirmation of the holding of their shares on the Record Date.

Only persons who are shareholders of Umicore on the Record Date are entitled to participate in and vote at the meeting.

II. DISTANCE-VOTING (POSTAL VOTING) – PROXY VOTING

The shareholders may submit a **postal vote** in accordance with Article 550 of the Companies Code and Article 19 of the articles of association. Postal votes must be cast on the form prepared by Umicore. This form can be obtained at the company's registered office, on the company website (www.umicore.com) or through the above-mentioned financial institutions. Signed original postal voting forms must reach Umicore (attn. Mr B. Caeymaex - Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels) by **Thursday 15 March 2012 at the latest**.

The shareholders may also be **represented by a proxy holder at the shareholders' meeting**. Shareholders are invited to designate a proxy holder using the form prepared by Umicore. The appointment of a proxy holder by a shareholder is made in writing or by electronic means and must be signed by the shareholder, as the case may be with an electronic signature in accordance with the applicable legal requirements. **Proxy forms** can be obtained at the company's registered office, on the company website (www.umicore.com) or through the above-mentioned financial institutions. Signed proxies must reach Umicore (attn. Mr B. Caeymaex-Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels - fax +32 (0)2 227 79 13 – legalcorp@umicore.com) by **Thursday 15 March 2012 at the latest**.

Shareholders who wish to vote by post or to be represented must, in any case, comply with the above registration and confirmation procedure.

III. RIGHT TO ADD ITEMS TO THE AGENDA AND TO FILE RESOLUTION PROPOSALS – RIGHT TO ASK QUESTIONS

Pursuant to Article 533ter of the Companies Code shareholders who, alone or jointly hold at least 3% of the share capital of Umicore, are entitled: 1) to add new items to the agenda of the shareholders' meeting, and 2) to file resolution proposals in relation to existing or new agenda items of this meeting.

Furthermore, pursuant to Article 540 of the Companies Code, all shareholders are entitled to put written questions to the directors and the statutory auditor prior to the shareholders' meeting or to orally ask questions at the shareholders' meeting. Questions in writing must be submitted beforehand and will only be answered if the shareholder concerned has complied with the above registration and confirmation procedure.

More information concerning the above rights and their exercise modalities can be found in the "Shareholder rights" section of the Umicore website (www.umicore.com).

The proposals to add items to the agenda and the proposals for resolutions must reach Umicore (attn. Mr B. Caeymaex, Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels, fax +32 (0)2 227 79 13 – legalcorp@umicore.com) at the latest on **Tuesday 28 February 2012 at midnight (Belgian time)**. Umicore will publish a revised agenda by Tuesday 6 March 2012 at the latest if it has validly received within the above-mentioned period one or more requests to add new items or new proposed resolutions to the agenda. The questions in writing addressed to the directors/statutory auditor must reach Umicore (see above references) at the latest on **Thursday 15 March 2012 at midnight (Belgian time)**.

IV. AVAILABILITY OF DOCUMENTS

All documents relating to this shareholders' meeting which the law requires to make available to shareholders will be accessible on Umicore's website (www.unicore.com) as from Friday 17 February 2012.

As from the same date, shareholders may inspect such documents on business days and during normal office hours, at the registered office of Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels, and/or obtain at no cost copies of the same . Requests at no cost for copies may also be addressed in writing or by electronic means (attn. Mr B. Caeymaex, Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels, fax +32 (0)2 227 79 13 – legalcorp@unicore.com).

The board of directors

P.S.

Shareholders can park their cars free of charge in the City Parking, Pachecolaan 7 boulevard Pachéco, 1000 Brussels, if their parking lot ticket is stamped at the reception desk of Umicore.