



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

PROXY 1

The undersigned:

Family name:
First name:
Domicile:

or

Company name:
Company form:
Registered office:

Represented by (name/first name/capacity):

Owner of [] shares of UMICORE NV/SA, with registered office at Broekstraat 31 rue du Marais, B-1000 Brussels

hereby appoints as special proxy holder2, with right of substitution:
.....3

whom he/she/it authorises:

I. to represent him/her/it at the extraordinary shareholders' meeting to be held on Wednesday, 21 March 2012 at 10.00 a.m. at the registered office, Broekstraat 31 rue du Marais, B-1000 Brussels, for the purpose of deliberating and voting as indicated below on the item of the following agenda (and any other shareholders' meeting which may subsequently be held with the same agenda, in the event that the above meeting is postponed, reconvened or suspended for any other reason than for a lack of attendance quorum).

In case the quorum is not met, this proxy will remain valid for the extraordinary shareholders' meeting to be held on Tuesday 24 April 2012 immediately after the ordinary and special shareholders' meeting which will start at 5.00pm, provided that the shareholder complies with the registration and confirmation procedure in relation to such meeting of 24 April 2012. The number of shares for which this proxy can be validly exercised will be established by Umicore in

accordance with the number of shares registered and confirmed by the shareholder for the second extraordinary shareholders' meeting.

AGENDA AND VOTING INSTRUCTIONS

Item 1

Motion to renew the authorisation to acquire own shares.

First resolution

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.

Voting instructions : YES NO ABSTAIN (Please delete as appropriate)

II. In general, to do all that appears necessary to execute this proxy, with a promise of ratification.

A. The proxy holder will vote or abstain on behalf of the undersigned in accordance with the voting instructions given above.

If no voting instructions are given in respect of any of the above proposed resolutions or if, for whatever reason, there is insufficient clarity with regard to the instructions given, the proxy holder will always, in relation to the resolution(s) concerned, vote IN FAVOUR OF the proposed resolution(s).

B.(i) If, in accordance with Article 533ter of the Companies Code, new items are added to the agenda of the above shareholders' meeting after the date of this proxy, the proxy holder will **(please delete as appropriate)**:

- abstain from voting on the new items and resolution proposals concerned
- vote on the new items and resolution proposals concerned or abstain as he/she/it will deem fit taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and resolution proposals concerned.

If, also in accordance with Article 533ter of the Companies Code, new/alternative resolution proposals are filed after the date of this proxy with regard to existing agenda items, the proxy holder will **(please delete as appropriate)**:

- abstain from voting on the new/alternative resolution proposals concerned and vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above
- vote on the new/alternative resolution proposals concerned or abstain as he/she/it will deem fit, in each case taking into consideration the interests of the shareholder.

- (ii) If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative resolution proposals concerned and will be required to vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above.

However, in case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will in any case be entitled to deviate from the above voting instructions should their implementation be detrimental to the shareholder's interests. The proxy holder shall in any event notify the shareholder of any such deviation as well as the justification therefore.

Done at, on2012

Signature.....

IMPORTANT NOTICES:

In order to be valid, this proxy form, together with any power of attorney or other authority under which it is signed, must be lodged with UMICORE NV/SA (attn. Mr B. Caeymaex, Umicore NV/SA, Broekstraat 31, 1000 Brussels, fax +32 (0)2 227 79 13 – legalcorp@umicore.com) at the latest by Thursday 15 March 2012.

The shareholder who wishes to be represented by proxy must comply with the admission formalities of prior registration and confirmation as described in the convening notice published by UMICORE NV/SA.

Shareholders are invited not to give a proxy to the persons mentioned in footnote 3.

¹ This proxy does not constitute a proxy solicitation as meant under Articles 548 and 549 of the Companies Code.

² The proxy holder need not be a shareholder but must attend the shareholders' meeting in person to represent the shareholder.

³ In case you appoint one of the following persons as a proxy holder: (i) the company itself, an entity controlled by it, a shareholder controlling the company or any other entity controlled by such shareholder; (ii) a member of the board of directors, of the corporate bodies of the company, of a shareholder controlling the company or of any other controlling entity referred to under (i); (iii) an employee or a (statutory) auditor of the company, of the shareholder controlling the company or of any other controlling entity referred to under (i); (iv) a person who has a parental tie with a natural person referred to under (i) to (iii) or who is the spouse or the legal cohabitant of such person or of a relative of such person; special rules in relation to conflicts of interest will apply. Proxy forms returned to the company without indicating to whom they are addressed will be considered as addressed to the board of directors, thereby also creating a potential conflict of interests. More information concerning the rules governing conflicts of interests between shareholders and their proxy holders can be found in the "Shareholder rights" section of the Umicore website www.umicore.com