



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

PROXY 1

The undersigned:

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
(quantity)

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

Mr/Mrs ..... 3

whom he/she authorises:

I. to represent him/her/it at the ordinary, special and extraordinary general meetings to be held on Tuesday 24 April 2012, at 5.00 p.m. at the registered office, Broekstraat 31 rue du Marais, B-1000 Brussels, for the purpose of deliberating and voting on the items of the following agenda (and any other shareholders' meetings which may subsequently be held with the same agenda, in the event that the above meetings are postponed, reconvened or suspended):

**AGENDA AND VOTING INSTRUCTIONS**

**A. Ordinary shareholders' meeting**

**Item 2**

***Approval of the remuneration report.***

*First resolution*

Proposed resolution:

- Approving the remuneration report for the financial year ended on 31 December 2011.

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

**Item 3**

***Approval of the statutory annual accounts of the company for the financial year ended on 31 December 2011, and of the proposed allocation of the result***

*Second resolution*

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2011 showing a profit for the financial year in the amount of EUR 156,153,196.63.
- Taking into account (1) the profit of the 2011 financial year, (2) the profit of EUR 497,502,524.55 carried forward from the previous financial year, (3) the allocations to and releases from the unavailable reserve related to the 2011 movements in the own shares for a total net amount of EUR 87,321,840.25 and (4) the interim dividend of EUR 45,343,794.00 paid out in September 2011, the result to be appropriated stands at EUR 520,990,086.93.
- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 1.00 per share (\*). Taking into account the gross interim dividend of EUR 0.40 per share paid in September 2011, a balance gross amount of EUR 0.60 per share (\*) will be paid on Thursday 3 May 2012.

*(\*) 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 24 April 2012 (i.e. the date of the ordinary shareholders' meeting) and Thursday 26 April 2012 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2011). The own shares are not entitled to a dividend.*

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

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**Item 5**

***Discharge to the directors.***

*Third resolution*

Proposed resolution:

- Granting discharge to the directors for the performance of their mandate during the 2011 financial year.

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

**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 2011 financial year.

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

**Item 7**

***Board composition and remuneration.***

*Fifth resolution*

Proposed resolution:

- Re-electing Mr Thomas Leysen as director for a period of three years expiring at the end of the 2015 ordinary shareholders' meeting.

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

*Sixth resolution*

Proposed resolution:

- Re-electing Mr Marc Grynberg as director for a period of three years expiring at the end of the 2015 ordinary shareholders' meeting.

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

*Seventh resolution*

Proposed resolution:

- Re-electing Mr Klaus Wendel as director for a period of two years expiring at the end of the 2014 ordinary shareholders' meeting.

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

*Eighth resolution*

Proposed resolution:

- Electing Mr Rudi Thomaes as independent director for a period of three years expiring at the end of the 2015 ordinary shareholders' meeting.

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

*Ninth resolution*

Proposed resolution:

- Approving the board members' remuneration proposed for the financial year 2012 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 and EUR 2,500 for each non-executive director, and (3) by way of additional fixed remuneration a grant of 300 Umicore shares to the chairman and 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 and EUR 3,000 for each other member;
  - at the level of the nomination & 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.

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

## **B. Special shareholders' meeting**

### **Item 8**

#### ***Approval of change of control provisions.***

*Tenth resolution*

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, clause 7.2 of the revolving credit facility agreement dated 19 July 2011 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 gains control over Umicore.

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

## C. Extraordinary shareholders' meeting

### Item 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.

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 ....., on .....2012

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](mailto:legalcorp@umicore.com)) at the latest by Wednesday 18 April 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.

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- <sup>1</sup> This proxy does not constitute a proxy solicitation as meant under Articles 548 and 549 of the Companies Code.
  - <sup>2</sup> The proxy holder need not be a shareholder but must attend the shareholders' meetings in person to represent the shareholder.
  - <sup>3</sup> 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](http://www.umicore.com)