

**RESOLUTIONS TAKEN BY THE
ORDINARY AND SPECIAL GENERAL MEETINGS
OF SHAREHOLDERS HELD ON 29 APRIL 2014**

ORDINARY SHAREHOLDERS' MEETING

Approval of the remuneration report

1. The general meeting approves the remuneration report for the financial year ended on 31 December 2013.

This motion has been passed with 112.823.386 votes in favour, 12.639.058 votes against and 699.816 abstentions.

Approval of the 2013 statutory annual accounts and the appropriation of the result

2. The general meeting approves the statutory annual accounts for the financial year ended on 31 December 2013 showing a profit for the financial year in the amount of EUR 87,990,164.22.

Taking into account:

(1) the profit of the 2013 financial year:	EUR 87,990,164.22
(2) the profit carried forward from the previous financial year:	EUR 515,787,766.68
(3) the allocations to and releases from the unavailable reserve related to the 2013 movements in the own shares:	EUR -77,904,694.10
(4) the interim dividend paid out in September 2013:	<u>EUR -55,495,044.50</u>
the result to be appropriated stands at	EUR 470,378,192.30.

In view of the decision taken by the board of directors to cancel the dividend entitlements on the company's own shares held today by the company, the general meeting approves 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 0.50 per share paid in September 2013, a balance gross amount of EUR 0.50 per share will be paid as from Wednesday 7 May 2014.

The general meeting approves to appropriate this result as follows:

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| - payment of the balance gross dividend per share of EUR 0.50, i.e. :
EUR 0.50 x 109,043,750 (*) (**) | EUR 54,521,875.00 |
| - remainder to be carried forward, i.e. | EUR 415,856,317.30 |

(*) 120.000.000 new shares representing the capital less 10,956,250 own 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 Tuesday 29 April 2014 (i.e. the date of the ordinary shareholders' meeting) and Wednesday 30 April 2014 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2013). The own shares are not entitled to a dividend.

This motion has been passed with 125.453.638 votes in favour, 262.690 votes against and 445.932 abstentions.

Giving discharge to the directors and auditor

3. The general meeting grants full discharge from liability to the directors for the performance of their mandate during the financial year 2013.

This motion has been passed with 119.443.644 votes in favour, 1.804.386 votes against and 4.914.230 abstentions.

4. The general meeting grants full discharge from liability to the statutory auditor for the performance of its mandate during the financial year 2013.

This motion has been passed with 119.473.566 votes in favour, 1.774.464 votes against and 4.914.230 abstentions.

Composition of the board of directors and approval of remuneration

5. The general meeting re-elects Mrs Ines Kolmsee as independant director for a period of three years expiring at the end of the 2017 ordinary shareholders' meeting.

This motion has been passed with 122.649.534 votes in favour, 3.067.910 votes against and 444.816 abstentions.

6. The general meeting re-elects Mr Uwe-Ernst Bufe as director for a period of one year expiring at the end of the 2015 ordinary shareholders' meeting.

This motion has been passed with 104.830.070 votes in favour, 20.887.374 votes against and 444.816 abstentions.

7. The general meeting re-elects Mr Arnoud de Pret as director for a period of one year expiring at the end of the 2015 ordinary shareholders' meeting.

This motion has been passed with 99.795.400 votes in favour, 25.922.044 votes against and 444.816 abstentions.

8. The general meeting re-elects Mr Jonathan Oppenheimer as director for a period of three years expiring at the end of the 2017 ordinary shareholders' meeting.

This motion has been passed with 95.515.338 votes in favour, 30.202.106 votes against and 444.816 abstentions.

9. Under the terms of Article 10 of the articles of association, the general meeting decides to set the board members' remuneration for the 2014 financial year as follows, 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 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 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 125.618.762 votes in favour, 96.682 votes against and 446.816 abstentions.

Re-election of the statutory auditor and remuneration

10. On motion by the board of directors, acting upon recommendation of the audit committee and upon nomination by the works' council, the shareholders' meeting resolves to renew the mandate of the statutory auditor, PricewaterhouseCoopers BCVBA/SCCRL, with registered office at 1932 Sint-Stevens-Woluwe, Woluwe Garden, Woluwedal 18, which expires today, for a duration of three years, up to and including the ordinary shareholders' meeting of 2017.

The statutory auditor will be represented by the BVBA/SPRL Marc Daelman, represented by Mr Marc Daelman and is entrusted with the audit of the statutory and the consolidated annual accounts.

This motion has been passed with 124.822.748 votes in favour, 894.846 votes against and 444.666 abstentions.

11. The shareholders' meeting resolves to fix the annual remuneration of the statutory auditor for the financial years 2014 through 2016 at EUR 484,750. This amount will be indexed each year based on the evolution of the consumer price index (health index).

This motion has been passed with 125.449.996 votes in favour, 267.598 votes against and 444.666 abstentions.

SPECIAL SHAREHOLDERS' MEETING

Approval of change of control provisions

1. Approving, in accordance with Article 556 of the Companies Code, clause 7.2 of the revolving facility agreement dated 16 September 2013 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.

This motion has been passed with 104.062.328 votes in favour, 16.957.458 votes against and 5.142.474 abstentions.