



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 ordinary and special shareholders' meetings which will be held on Tuesday 29 April 2014 at 5.00 p.m., at the registered office of Umicore, Broekstraat 31 rue du Marais, B-1000 Brussels.

The shareholders' meetings will validly conduct business and deliberate on the items on their agenda irrespective of the number of shares present or represented.

In order to facilitate the keeping of the attendance lists, the shareholders or their representatives are invited to register as of 4.00 p.m.

## I. AGENDA

### A. Ordinary shareholders' meeting

1. Annual report of the board of directors and report of the statutory auditor on the statutory annual accounts for the financial year ended on 31 December 2013.

Comments by the board of directors:

Pursuant to Articles 95-96 of the Companies Code the directors have drafted an annual report in which they account for their management. Pursuant to Articles 143-144 of the Companies Code the statutory auditor has drafted a detailed report. These reports need not be approved by the shareholders.

2. Approval of the remuneration report.

Proposed resolution:

- Approving the remuneration report for the financial year ended on 31 December 2013.

3. Approval of the statutory annual accounts of the company for the financial year ended on 31 December 2013 including the proposed allocation of the result.

Proposed resolution:

- Approving 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
- 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 0.50 per share paid in September 2013, a balance gross amount of EUR 0.50 per share (\*) will be paid on Wednesday 7 May 2014.

(\* ) 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 the financial year 2013). The own shares are not entitled to a dividend.

4. Communication of the consolidated annual accounts of the company for the financial year ended on 31 December 2013 as well as the annual report of the board of directors and the statutory auditor's report on those consolidated annual accounts.

Comments by the board of directors:

This item relates to the submission of the consolidated annual accounts of Umicore. Pursuant to Article 119 of the Companies Code the directors have drafted a report on these annual accounts; the statutory auditor has drafted a detailed report pursuant to Article 148 of the Companies Code. These annual accounts and reports need not be approved by the shareholders.

5. Discharge to the directors.

Proposed resolution:

- Granting discharge to the directors for the performance of their mandate during the 2013 financial year.

6. Discharge to the statutory auditor.

Proposed resolution:

- Granting discharge to the statutory auditor for the performance of its mandate during the 2013 financial year.

7. Board composition and remuneration.

The mandates of Mrs Ines Kolmsee and of Messrs Uwe-Ernst Bufe, Arnoud de Pret, Shohei Naito, Jonathan Oppenheimer and Klaus Wendel expire at the end of the present ordinary shareholders' meeting. Considering that Messrs Wendel and Naito have reached the age limit as provided for in the Corporate Governance Charter, they do not seek re-election. In light hereof it is proposed:

- to re-elect Mrs Ines Komsee as independent director;
- to re-elect Messrs Uwe-Ernst Bufe, Arnoud de Pret and Jonathan Oppenheimer as directors.

Proposed resolutions:

- Re-electing Mrs Ines Kolmsee as independent director for a period of three years expiring at the end of the 2017 ordinary shareholders' meeting;
- Re-electing Mr Uwe-Ernst Bufe as director for a period of one year expiring at the end of the 2015 ordinary shareholders' meeting;
- Re-electing Mr Arnoud de Pret as director for a period of one year expiring at the end of the 2015 ordinary shareholders' meeting;
- Re-electing Mr Jonathan Oppenheimer as director for a period of three years expiring at the end of the 2017 ordinary shareholders' meeting;
- Approving the board members' remuneration proposed for the financial year 2014 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.

## 8. Re-election of the statutory auditor and remuneration.

Proposed resolutions:

- 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;
- 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).

**B. Special shareholders' meeting**

## 1. Approval of change of control provisions.

Proposed resolution:

- 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.

**II. CONDITIONS FOR ADMISSION**

In accordance with Article 536 §2 of the Companies Code, shareholders will only be admitted to the shareholders' meetings and will subsequently only be entitled to vote at these meetings 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 Tuesday 15 April 2014 at midnight** (Belgian time) (the "**Record Date**") the number of shares for which they intend to participate in the shareholders' meetings, **and**
- 2) these shareholders must explicitly confirm to Umicore by **Wednesday 23 April 2014** that they wish to participate in the shareholders' meetings.

**REGISTRATION**

The registration procedure is as follows:

**For holders of registered shares**

The holders of **registered shares** must be registered in the share register of Umicore on the Record Date, i.e. **on Tuesday 15 April 2014 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' meetings.

## 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' meetings, **at the latest on Tuesday 15 April 2014 at midnight** (Belgian time):

Banque Degroof/Bank Degroof  
 Belfius Banque/Belfius Bank  
 BNP Paribas Fortis  
 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' meetings 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](mailto:legalcorp@umicore.com)) by **Wednesday 23 April 2014 at the latest**. Holders of dematerialised shares may also choose to instruct one of the financial institutions listed above to confirm to Umicore their intention to participate in the meetings simultaneously with the notification to Umicore of the confirmation of the holding of their shares.

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

## III. 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](http://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 **Wednesday 23 April 2014 at the latest**.

The shareholders may also be **represented by a proxy holder at the shareholders' meetings**. 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](http://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](mailto:legalcorp@umicore.com)) by **Wednesday 23 April 2014 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.**

#### IV. 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' meetings, and 2) to file resolution proposals in relation to existing or new agenda items of such meetings.

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' meetings or to orally ask questions at the shareholders' meetings. 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/governance/en/ShareholderRights](http://www.umicore.com/governance/en/ShareholderRights)).

The proposals to amend 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](mailto:legalcorp@umicore.com)) at the latest on **Monday 7 April 2014 at midnight** (Belgian time). Umicore will publish a revised agenda by Monday 14 April 2014 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 **Wednesday 23 April 2014 at midnight** (Belgian time).

#### V. AVAILABILITY OF DOCUMENTS

All documents relating to the above shareholders' meetings which the law requires to make available to shareholders will be accessible on Umicore's website ([www.umicore.com](http://www.umicore.com)) as from Friday 28 March 2014.

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@umicore.com](mailto:legalcorp@umicore.com)).

The board of directors

#### P.S.

Shareholders can park their cars free of charge in the Q-Park parking Centre (Inno), Dambordstraat 26 rue du Damier, B-1000 Brussels, if their parking lot ticket is stamped at the reception desk of Umicore.