



LIMITED LIABILITY COMPANY

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

**BONDHOLDER'S PROXY** <sup>1</sup>

The undersigned:

**Bondholder company name:** .....

**Company form:** .....

**Registered office:** .....

**Represented by:** .....

(name/first name/capacity) .....

holder of the bonds with certificate number .....

issued by Umicore, hereby appoints as special proxy holder<sup>2</sup>, with right of substitution:

.....

whom he/she authorises:

to attend in his/her/its name and for his/her/its account **with advisory vote** at the extraordinary and special general meetings of Umicore, the agenda of which is enclosed, which is to be held on **Thursday 7 September 2017, at 10.00 a.m.** at the registered office, Broekstraat 31 rue du Marais, B-1000 Brussels,

**AGENDA**

**A. Extraordinary shareholders' meeting**

Share split

Proposed resolution:

- Effective as from 16 October 2017, split of each share of the company into two new shares of the company, resulting in the capital of the company being represented, effective as from the same date, by 224,000,000 fully paid-up shares without nominal value, each representing 1/224,000,000 of the capital. Accordingly the shareholders' meeting resolves to replace the provisions of Article 5 of the bylaws ("capital") by the following text: "*The share capital amounts to five hundred million euros (EUR 500,000,000). It is represented by two hundred and twenty-four million (224,000,000) fully paid up shares without nominal value*". Furthermore and for the avoidance of doubt, as a result of this share split, the minimum and maximum prices per share under the authorisation to acquire own shares granted by the extraordinary general meeting of 25 April 2017 will be divided by two so that they will amount to EUR 2 and EUR 37.5 respectively, effective as from the same date as this share split.

Cancellation temporary provision on fractions of shares

Proposed resolution:

- Cancellation of Article 24 of the bylaws ("*temporary provisions*"), which still provides for temporary provisions for fractions of shares. The share split proposed under the previous agenda item will indeed result in the disappearance of any fractions of shares: the last existing fractions of shares, which have resulted from previous share regrouping operations, are half shares, which will become full shares following the proposed share split. As a result, Article 24 of the bylaws will no longer serve a purpose and can be deleted.

Change of the date of the ordinary (or annual) shareholders' meeting

Proposed resolution:

- Replacing the text of the first paragraph of Article 16 of the articles of association ("*Convening general meetings of shareholders*") by the following provisions:  
"*The general meeting of shareholders referred to as the ordinary or annual general meeting of shareholders, will be held each year on the last Thursday in April at 5.00 p.m. at the company's registered office or at any other location in Belgium specified in the notice convening the meeting.*"

**B. Special shareholders' meeting**

Approval of change of control provisions.

Proposed resolutions:

- Approving, in accordance with Article 556 of the Companies Code, § 12 of the Schuldschein loan agreement dated 18 April 2017 between Umicore (as borrower) and several financial institutions (as lenders), which entitles each creditor to call its share of the loan in whole (but not in part) at the nominal amount including interest accrued if any in the event that any person or group of persons acting in concert gains control over Umicore;
- Approving, in accordance with Article 556 of the Companies Code, section 8.10 of the note purchase agreement (US private placement) dated 17 May 2017 between Umicore (as notes issuer) and several investors (as notes purchasers), which entitles all the holders of the notes issued under the note purchase agreement to have the entire unpaid principal amount of their notes prepaid by Umicore at par (as the case may be (in the event of swapped notes), with or less the net loss respectively net gain as defined under the above agreement), including accrued interests, in the event that 1) any person or group of persons acting in concert gains control over Umicore and 2) specific rating requirements for the issued notes are not met.

Done at ....., on .....2017

Signature .....

**IMPORTANT NOTICE:**

**In order to be valid, this ORIGINAL proxy form, together with any power of attorney or other authority under which it is signed, must be lodged with UMICORE (attn. Mr B. Caeymaex, Umicore, Broekstraat 31 rue du Marais, 1000 Brussels, fax +32 (0)2 227 79 13 – [legalcorp@umicore.com](mailto:legalcorp@umicore.com)) at the latest by Friday 1 September 2017.**

- <sup>1</sup> This proxy does not constitute a proxy solicitation as meant under Articles 578 and 579 of the Companies Code.
- <sup>2</sup> The proxy holder need not be a shareholder/bondholder but must attend the shareholders' meetings in person to represent the bondholder.