

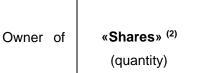
LIMITED LIABILITY COMPANY Registered Office: Broekstraat 31 rue du Marais - 1000 Brussels VAT BE 0401.574.852 RLE Brussels

VOTE BY CORRESPONDENCE

Extraordinary and special shareholders' meetings to be held on **Thursday 7 September 2017** at 10.00 a.m. at the registered office Broekstraat 31 rue du Marais, 1000 Brussels

Original voting form to be returned by **Friday 1 September 2017** at the latest to UMICORE Mr B. Caeymaex Broekstraat 31 rue du Marais B-1000 Brussels (Belgium)

The undersigned ⁽¹⁾,



shares of UMICORE, with registered office at Broekstraat 31 rue du Marais, B-1000 Brussels

hereby **irrevocably votes**, as indicated hereafter in the appropriate boxes, on the items of the following agenda :

A. EXTRAORDINARY GENERAL MEETING

AGENDA AND VOTING INSTRUCTIONS

Share split

First resolution

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 respectively, effective as fro		amount to EUR 2 and EUR 37.5 hare split.		
YES	NO 🗌	ABSTAIN		
Cancellation temporary provision on fractions of shares				
Second resolution				
Proposed resolution:				
temporary provisions for fractic agenda item will indeed result existing fractions of shares, whi	ons of shares. The share in the disappearance of ch have resulted from prev me full shares following the	<i>ovisions</i> "), which still provides for split proposed under the previous any fractions of shares: the last vious share regrouping operations, e proposed share split. As a result, d can be deleted.		
YES	NO 🗌	ABSTAIN		
Change of the date of the ordinary (or annual) shareholders' meeting Third resolution 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." YES NO ABSTAIN				
B. SPECIAL GENERAL MEETING				
AGENDA AND VOTING INSTRUCTIONS				
Approval of change of control provisions				
First resolution				
Proposed resolution:				

- 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.

YES	NO 🗌	ABSTAIN 🗌

Second resolution

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, § 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.

YES	NO 🗌	ABSTAIN

Done at 2017

Signature.....

IMPORTANT NOTICES:

We remind you that this voting form will only be taken into account if it is timely returned to Umicore and provided that the shareholder has complied with the admission formalities of prior registration and confirmation as described in the convening notice.

In case shareholders exercise their right to add items to the agenda of a shareholders' meeting and/or to table draft resolutions, postal votes received by the company before the completed agenda has been issued will remain valid for the items covered. However, votes on agenda items for which new resolutions have been tabled will be invalid.

Shareholders who have voted by correspondence are furthermore excluded from participating at the voting in the shareholders' meetings with the shares concerned.

- ¹ The person signing the vote by correspondence form should indicate clearly his/her surname (in capital letters), usual forename and address. If these particulars are already given on the form, the person signing should check and, if necessary, correct them.
- ² Umicore will calculate the corresponding number of votes.