

**RESOLUTIONS TAKEN BY THE ORDINARY AND SPECIAL GENERAL
MEETINGS**

OF SHAREHOLDERS HELD ON 25 APRIL 2019

ORDINARY GENERAL MEETING

Approval of the remuneration report

1. The shareholders' meeting approves the remuneration report for the financial year ended on 31 December 2018.

This motion has been passed with 137,707,639 votes in favour, 28,729,924 votes against and 604,450 abstentions.

Approval of the 2018 statutory annual accounts and the appropriation of the result

2. The shareholders' meeting approves the statutory annual accounts for the financial year ended on 31 December 2018 showing a profit for the financial year in the amount of EUR 227,001,378.00.

- Taking into account:	
(1) the profit of the 2018 financial year:	EUR 227,001,378.00
(2) the profit carried forward from the previous financial year:	EUR 414,301,334.09
(3) the allocations to and releases from the unavailable reserve related to the movements in the own shares during 2018:	EUR -76,348,687.91
(4) a transfer to the legal reserves:	EUR -5,000,000.00
(5) the interim dividend paid out in August 2018:	<u>EUR -84,358,020.95</u>
the result to be appropriated stands at	EUR 475,596,003.23

The shareholders' meeting approves the proposed appropriation of the result including the payment of a gross dividend of EUR 0,75 per share. Taking into account the gross interim dividend corresponding to EUR 0.35 per share paid in August 2018, a balance gross amount of EUR 0.40 per share will be paid on Thursday 2 May 2019.

This results in the following profit appropriation:

- profit to be appropriated	EUR 475,596,003.23
- payment of a gross dividend balance per share of EUR 0.70, i.e.: EUR 0.40 x 240,462,045 (*) (**)	EUR - 96,184,818.00
- remainder to be carried forward, i.e.	EUR 379,411,185.23

(*) 246,400,000 shares representing the capital less 5,937,955 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 Thursday 25 April 2019 (i.e. the date of the ordinary shareholders' meeting) and Friday 26 April 2019 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to the financial year 2018). The own shares are not entitled to a dividend.

This motion has been passed with 163,283,564 votes in favour, 1,632,861 votes against and 2,125,588 abstentions.

Giving discharge to the directors and auditor

3. The shareholders' meeting grants discharge to the directors for the performance of their mandate during the financial year ended on 31 December 2018.

This motion has been passed with 160,480,443 votes in favour, 2,528,020 votes against and 4,033,550 abstentions.

4. The shareholders' meeting grants discharge to the statutory auditor for the performance of his mandate during the financial year ended on 31 December 2018.

This motion has been passed with 160,413,421 votes in favour, 2,595,042 votes against and 4,033,550 abstentions.

Composition of the board of directors and approval of remuneration

5. The shareholders' meeting re-elects Ms Françoise Chombar as independent director for a period of three years expiring at the end of the 2022 ordinary shareholders' meeting.

This motion has been passed with 157,952,353 votes in favour, 9,089,660 votes against and 0 abstentions.

6. The shareholders' meeting appoints Mr Laurent Raets as director for a period of three years expiring at the end of the 2022 ordinary shareholders' meeting.

This motion has been passed with 161,917,762 votes in favour, 5,112,251 votes against and 12,000 abstentions.

7. Pursuant to Article 10 of the Articles of Association, the shareholders' meeting decides to set the board members' remuneration for the 2019 financial year as follows, consisting of:

- at the level of the board of directors: (1) a fixed fee of EUR 60,000 for the chairman and EUR 27,000 for each non-executive director, (2) a fee per attended meeting of EUR 5,000 for the chairman, EUR 2,500 for each Belgium-based non-executive director and EUR 3,500 for each foreign-based non-executive director, and (3) by way of additional fixed remuneration, a grant of 2,000 Umicore shares to the chairman and 1,000 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 of the committee 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 163,694,152 votes in favour, 3,335,421 votes against and 12,440 abstentions.

SPECIAL GENERAL MEETING

Approval of change of control provision

1. The general meeting approves, in accordance with Article 556 of the Companies Code, clause 9.2 of the revolving facility agreement dated 23 April 2018 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 156,118,278 votes in favour, 10,923,733 votes against and 2 abstentions.