

**PROXY** <sup>1</sup>

The undersigned:

**Name:** .....  
**First name:** .....  
**Domicile:** .....

or

**Company name:** .....  
**Company form:** .....  
**Registered office:** .....

**Represented by:** .....  
 (name/first name/capacity) .....

Owner / usufructuary of ..... shares of UMICORE

hereby appoints as special proxy holder<sup>2</sup>, with right of substitution:  
 .....<sup>3</sup>

whom he/she authorises:

I. to represent him/her/it at the ordinary, special and extraordinary general meetings to be held on **Thursday 28 April 2022, at 5.00 p.m. exceptionally held in the Marquis building in Brussels** (Markiesstraat 1 rue du Marquis 1, 1000 Brussels), for the purpose of deliberating and voting on the items of the following **agenda** (and any other shareholders' meetings which may subsequently be held with the same agenda, in the event that the above meetings are postponed, reconvened or suspended).

**A. Ordinary shareholders' meeting**

**AGENDA AND VOTING INSTRUCTIONS**

**Item 2 - Approval of the remuneration report**

*First resolution*

Proposed resolution:  
 Approving the remuneration report for the financial year ended on 31 December 2021 as included in the annual report of the supervisory board.

YES                       NO                       ABSTAIN

### Item 3 - Approval of a new remuneration policy

Second resolution

Proposed resolution:

Approving the new remuneration policy.

YES

NO

ABSTAIN

### Item 4 - Approval of the statutory annual accounts for the financial year ended on 31 December 2021 including the proposed allocation of the result

Third resolution

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2021 showing a profit for the financial year in the amount of EUR 309,749,693.55.
- Taking into account:
 

(1) the profit of the 2021 financial year:	EUR 309,749,693.55
(2) the profit carried forward from the previous financial year:	EUR 352,163,337.75
(3) the allocations to and releases from the unavailable reserve related to the movements in the own shares in 2021:	EUR 22,985,236.37
(4) the interim dividend paid out in August 2021:	EUR -60,281,126.25
the result to be appropriated stands at	EUR 624,617,141.42
- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 0,80 per share (\*). Considering the gross interim dividend of EUR 0.25 per share paid in August 2021, a balance gross amount of EUR 0.55 per share (\*) will be paid on Wednesday 4 May 2022.

*(\*) 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 28 April 2022 (i.e. the date of the ordinary shareholders' meeting) and Friday 29 April 2022 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to the financial year ended on 2021). The own shares are not entitled to a dividend.*

YES

NO

ABSTAIN

### Item 6 - Discharge to the members of the supervisory board

Fourth resolution

Proposed resolution:

Granting discharge to the members of the supervisory board for the performance of their mandate during the financial year ended on 31 December 2021.

YES

NO

ABSTAIN

## Item 7 - Discharge to the statutory auditor

### Fifth resolution

Proposed resolution:

Granting discharge to the statutory auditor for the performance of his mandate during the financial year ended on 31 December 2021.

YES

NO

ABSTAIN

## Item 8 - Supervisory board composition

### Sixth resolution

Proposed resolution:

Re-electing Mrs Françoise Chombar as independent member of the supervisory board for a period of three years expiring at the end of the 2025 ordinary shareholders' meeting.

YES

NO

ABSTAIN

### Seventh resolution

Proposed resolution:

Re-electing Mr Laurent Raets as member of the supervisory board for a period of three years expiring at the end of the 2025 ordinary shareholders' meeting.

YES

NO

ABSTAIN

### Eighth resolution

Proposed resolution:

Electing Mrs Alison Henwood as new, independent member of the supervisory board with effective date 1 September 2022 for a period of three years expiring at the end of the 2025 ordinary shareholders meeting.

YES

NO

ABSTAIN

## Item 9 - Remuneration of the supervisory board

### Ninth resolution

Proposed resolution:

Approving the supervisory board members' remuneration proposed for the financial year 2022 consisting of:

- at the level of the supervisory board: (1) a fixed fee of EUR 60,000 for the chairperson and EUR 30,000 for each other member, (2) a fee per attended meeting of (a) EUR 5,000 for the chairperson, (b) EUR 3,000 for each other Belgium-based member and (c) EUR 4,000 (in case of physical attendance) or EUR 3,000 (in case of attendance by means of tele- or videoconference) for each foreign-based member, and (3) by way of additional fixed remuneration, a grant of 2,000 Umicore shares to the chairperson and 1,000 Umicore shares to each other member, which shares must be kept until at least one year after the member concerned leaves the supervisory board and at least three years after the moment of award pursuant to article 7.6 of the 2020 Belgian Code on corporate governance;

- at the level of the audit committee and of the nomination and remuneration committee: (1) a fixed fee of EUR 10,000 for the chairperson of the committee and EUR 5,000 for each other member, and (2) a fee per attended meeting of (a) EUR 5,000 (general rule) or EUR 6,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting, and in any event only if the chairperson is foreign-based) for the chairperson, and (b) EUR 3,000 for each other member (general rule) or EUR 4,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting) for each other foreign-based member.

YES

NO

ABSTAIN

## B. Special shareholders' meeting

### AGENDA AND VOTING INSTRUCTIONS

#### Item 1 - Approval of change of control provisions

*First resolution*

Proposed resolution:

Approving, in accordance with article 7:151 of the BCCA, clause 7.2 of the sustainability-linked revolving facility agreement dated 19 October 2021 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.

YES

NO

ABSTAIN

## C. Extraordinary shareholders' meeting

### AGENDA AND VOTING INSTRUCTIONS

#### Item 1 - Renewal of the authorisation to acquire own shares

*First resolution*

Proposed resolution:

- Authorising the Company to acquire own shares in the Company on a regulated market, until 30 June 2026 (included), within a limit of 10% of the subscribed capital, at a price per share comprised between four euros (EUR 4.00) and one hundred twenty euros (EUR 120.00);
- Authorising the Company's direct subsidiaries to acquire shares in the Company on a regulated market within the same limits as indicated above.

YES

NO

ABSTAIN

## Item 2 - Renewal of the powers granted to the supervisory board in the framework of the authorised capital

Second resolution
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Proposed resolution:

The general meeting resolves to cancel the existing authorization as granted to the supervisory board on 26 April 2018. It resolves to grant a new authorization to the supervisory board to increase the capital of the Company in one or more times by a maximum amount of EUR 55,000,000 for a duration of five years. Accordingly, the shareholders' meeting resolves to replace the provisions of Article 6 of the articles of association ("*Authorized Capital*") by the following text:

*"In accordance with the terms of a resolution adopted at the extraordinary general meeting held on [28 April 2022], the supervisory board is authorized, for a period of five years starting on the date the aforementioned decision is published in the Annexes to the Belgian Official Gazette, to increase the share capital by a maximum amount of EUR 55,000,000 (fifty-five million euros) according to the terms and conditions it shall define.*

*The supervisory board may carry out this increase in one or more times, either by contributions in cash or, subject to legal restrictions, contributions in kind, as well as by incorporation of reserves, whether available or unavailable for distribution, or of issuance premiums, with or without issuing new stock, above, below or at existing par value, in accordance with the mandatory provisions of the Code of companies and associations. These increases may give rise to the issuance of shares (with or without voting rights), convertible bonds and/or subscription rights and/or other securities, whether or not attached to other stock of the company, or attached to stock issued by another company. The supervisory board may freely determine whether the new shares shall be issued in registered or dematerialised form.*

*On this occasion, the supervisory board may, in the best interests of the company and in accordance with legal provisions, limit or disapply the preferential subscription rights of shareholders. The supervisory board may also limit or disapply the preferential subscription rights of shareholders in favour of one or more designated persons who, as the case may be, are not employed by the company or its subsidiaries. In the latter case, the member(s) of the supervisory board who de facto represent(s) the beneficiary of the exclusion of the preferential subscription rights or a person related to the beneficiary within the meaning of article 7:200, 2° of the Code of companies and associations, shall not participate in the vote.*

*If the capital increase includes an issuance premium, the amount of this premium shall be allocated to an unavailable "issuance premium" reserve, from which it may not be withdrawn in whole or part except to be incorporated into the capital by a decision of the supervisory board using, should the case arise, the authorization conferred upon it by this Article, or to be reduced or cancelled by a decision of the general meeting of shareholders in accordance with the conditions required for an amendment of the articles of association."*

YES

NO

ABSTAIN

II. in general, to do all that appears necessary to execute this proxy, with a promise of ratification.

- A. The proxy holder will vote or abstain on behalf of the undersigned in accordance with the voting instructions given above.

If no voting instructions are given in respect of any of the above proposed resolutions or if, for whatever reason, there is insufficient clarity with regard to the instructions given, the proxy holder will always, in relation to the resolution(s) concerned, vote IN FAVOUR OF the proposed resolution(s).

- B.(i) If, in accordance with Article 533ter of the Companies Code, new items are added to the agenda of the above shareholders' meetings after the date of this proxy, the proxy holder will (**please tick the corresponding box**):

- abstain from voting on the new items and resolution proposals concerned
- vote on the new items and resolution proposals concerned or abstain as he/she/it will deem fit taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and resolution proposals concerned.

If, also in accordance with Article 533ter of the Companies Code, new/alternative resolution proposals are filed after the date of this proxy with regard to existing agenda items, the proxy holder will (**please tick the corresponding box**):

- abstain from voting on the new/alternative resolution proposals concerned and vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above
- vote on the new/alternative resolution proposals concerned or abstain as he/she/it will deem fit, in each case taking into consideration the interests of the shareholder.

- (ii) If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative resolution proposals concerned and will be required to vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above.

However, in case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will in any case be entitled to deviate from the above voting instructions should their implementation be detrimental to the shareholder's interests. The proxy holder shall in any event notify the shareholder of any such deviation as well as the justification therefore.

Done at ....., on .....2022

Signature .....

**IMPORTANT NOTICES:**

In order to be valid, this proxy must be sent via regular postal mail or via e-mail to and lodged with UMICORE (attn. Mr B. Caeymaex, Umicore, Broekstraat 31 rue du Marais, 1000 Brussels, [legalcorp@umicore.com](mailto:legalcorp@umicore.com)) at the latest by Friday 22 April 2022. In the case of sending via e-mail, a scanned or photographed copy of the completed and signed proxy should be sent to the company.

The shareholder who wishes to be represented by proxy must comply with the admission formalities of prior registration and confirmation as described in the convening notice published by UMICORE.

**Shareholders are invited not to give a proxy to the persons mentioned in footnote 3.**

- <sup>1</sup> This proxy does not constitute a proxy solicitation as meant under articles 7:144 and 7:145 of the Code of companies and associations.
- <sup>2</sup> The proxy holder need not be a shareholder but must attend the shareholders' meetings in person to represent the shareholder.
- <sup>3</sup> In case you appoint one of the following persons as a proxy holder: (i) the company itself, an entity controlled by it, a shareholder controlling the company or any other entity controlled by such shareholder; (ii) a member of the board of directors, of the corporate bodies of the company, of a shareholder controlling the company or of any other controlling entity referred to under (i); (iii) an employee or a (statutory) auditor of the company, of the shareholder controlling the company or of any other controlling entity referred to under (i); (iv) a person who has a parental tie with a natural person referred to under (i) to (iii) or who is the spouse or the legal cohabitant of such person or of a relative of such person; special rules in relation to conflicts of interest will apply. Proxy forms returned to the company without indicating to whom they are addressed will be considered as addressed to the board of directors, thereby also creating a potential conflict of interests. More information concerning the rules governing conflicts of interests between shareholders and their proxy holders can be found in the "Shareholder rights" section of the Umicore website [www.umicore.com](http://www.umicore.com)