

**RESOLUTIONS TAKEN BY THE EXTRAORDINARY AND SPECIAL
GENERAL MEETINGS
OF SHAREHOLDERS HELD ON 7 SEPTEMBER 2017**

EXTRAORDINARY GENERAL MEETING

Share split

1. 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.

This motion has been passed with 143,068,478 votes in favour, 21,398 votes against and 0 abstentions.

Cancellation temporary provision on fractions of shares

2. 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.

This motion has been passed with 143,068,478 votes in favour, 0 votes against and 21,398 abstentions.

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

3. 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."

This motion has been passed with 143,088,822 votes in favour, 1,054 votes against and 0 abstentions.

EXTRAORDINARY GENERAL MEETING

Approval of change of control provisions

1. 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.

This motion has been passed with 135,493,124 votes in favour, 7,596,752 votes against and 0 abstentions.

2. 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.

This motion has been passed with 135,493,124 votes in favour, 7,596,752 votes against and 0 abstentions.