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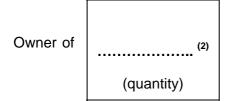
LIMITED LIABILITY COMPANY
Registered Office: rue du Marais 31 Broekstraat - 1000 Brussels
VAT BE 0401.574.852 RLE Brussels

V O T E   B Y   C O R R E S P O N D E N C E

Ordinary, special and extraordinary shareholders' meetings to be held on
Tuesday 24 April 2012 at 5.00 p.m.
at the registered office rue du Marais 31 Broekstraat, 1000 Brussels

Original voting form to be returned by **Wednesday 18 April 2012** at the latest to:
UMICORE NV/SA
Mr B. Caeymaex
Broekstraat 31 rue du Marais
B-1000 Brussels (Belgium)

The undersigned [1],

Owner of | .... (2)
(quantity) | shares of UMICORE NV/SA, 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 :

AGENDA AND VOTING INSTRUCTIONS

A .   O r d i n a r y   s h a r e h o l d e r s '   m e e t i n g

Item 2

Approval of the remuneration report.

First resolution

Proposed resolution:
- Approval of the remuneration report for the financial year ended on 31 December 2011.

Voting instructions : |YES| |NO| |ABSTAIN| (Please delete as appropriate)

Item 3

Approval of the statutory annual accounts of the company for the financial year ended on 31 December 2011, and of the proposed allocation of the result

Second resolution

<u>*Proposed resolution:*</u>

- Approving the statutory annual accounts for the financial year ended on 31 December 2011 showing a profit for the financial year in the amount of EUR 156,153,196.63.
- Taking into account (1) the profit of the 2011 financial year, (2) the profit of EUR 497,502,524.55 carried forward from the previous financial year, (3) the allocations to and releases from the unavailable reserve related to the 2011 movements in the own shares for a total net amount of EUR 87,321,840.25 and (4) the interim dividend of EUR 45,343,794.00 paid out in September 2011, the result to be appropriated stands at EUR 520,990,086.93.
- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 1.00 per share (*). Taking into account the gross interim dividend of EUR 0.40 per share paid in September 2011, a balance gross amount of EUR 0.60 per share (*) will be paid on Thursday 3 May 2012.

  (*) 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 Tuesday 24 April 2012 (i.e. the date of the ordinary shareholders' meeting) and Thursday 26 April 2012 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2011). The own shares are not entitled to a dividend.

Voting instructions :   YES   NO   ABSTAIN   (Please delete as appropriate)

Item 5

Discharge to the directors.

Third resolution

<u>*Proposed resolution:*</u>

- The general shareholders' meeting grants discharge from liability to the directors for the performance of their mandate during the financial year 2011.

Voting instructions :   YES   NO   ABSTAIN   (Please delete as appropriate)

Item 6

Discharge to the statutory auditor.

Fourth resolution

<u>*Proposed resolution:*</u>

- The general shareholders' meeting grants discharge from liability to the statutory auditor for the performance of its mandate during the financial year 2011.

Voting instructions :   YES   NO   ABSTAIN   (Please delete as appropriate)

Item 7

Board composition and remuneration.

Fifth resolution

<u>*Proposed resolution:*</u>
- Re-election of Mr Thomas Leysen as director for a period of three years expiring at the 2015 ordinary general meeting.

Voting instructions : |YES| |NO| |ABSTAIN| (Please delete as appropriate)

Sixth resolution

<u>*Proposed resolution:*</u>
- Re-election of Mr Marc Grynberg as director for a period of three years expiring at the 2015 ordinary general meeting.

Voting instructions : |YES| |NO| |ABSTAIN| (Please delete as appropriate)

Seventh resolution

<u>*Proposed resolution:*</u>
- Re-election of Mr Klaus Wendel as director for a period of two years expiring at the 2014 ordinary general meeting.

Voting instructions : |YES| |NO| |ABSTAIN| (Please delete as appropriate)

Eighth resolution

<u>*Proposed resolution:*</u>
- Electing Mr Rudi Thomaes as independent director for a period of three years expiring at the end of the 2015 ordinary shareholders' meeting.

Voting instructions : |YES| |NO| |ABSTAIN| (Please delete as appropriate)

Ninth resolution

<u>*Proposed resolution:*</u>
- Approving the board members' remuneration proposed for the financial year 2012 consisting of:
  - at the level of the board of directors: (1) a fixed fee of EUR 40,000 for the chairman and EUR 20,000 for each non-executive director, (2) a fee per attended meeting of EUR 5,000 for the chairman and EUR 2,500 for each non-executive director, and (3) by way of additional fixed remuneration a grant of 300 Umicore shares to the chairman and 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 and EUR 3,000 for each other member;

- at the level of the nomination & 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.

Voting instructions : |YES| |NO| |ABSTAIN| (Please delete as appropriate)

B. Special shareholders' meeting

Item 8

Approval of change of control provisions.

| Tenth resolution |

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, clause 7.2 of the revolving credit facility agreement dated 19 July 2011 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 gains control over Umicore.

Voting instructions : |YES| |NO| |ABSTAIN| (Please delete as appropriate)

C. Extraordinary shareholders' meeting

Item 1

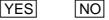### Motion to renew the authorisation to acquire own shares.

| First resolution |

Proposed resolution:

- Authorising the company to acquire own shares in the company on a regulated market, from 24 April 2012 until 23 October 2013 (included), within a limit of 10% of the subscribed capital, at a price per share comprised between four euros (EUR 4.00) and seventy-five euros (EUR 75.00).

  Authorising the company's direct subsidiaries to acquire shares in the company on a regulated market within the same limits as indicated above.

Voting instructions : |YES| |NO| |ABSTAIN| (Please delete as appropriate)

Done at ...., on 2012

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' meeting 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.