



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

PROXY 1

The undersigned:

Name:
First name:
Domicile:

or

Company name:
Company form:
Registered office:
Represented by:
(name/first name/capacity)

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

hereby appoints as special proxy holder2, with right of substitution:
.....3

whom he/she authorises:

I. to represent him/her/it at the special and extraordinary general meetings to be held on Friday 26 September 2014, at 9.30 a.m. at the registered office, Broekstraat 31 rue du Marais, B-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).

AGENDA AND VOTING INSTRUCTIONS

A. Special shareholders' meeting

Item 1

Approval of a change of control provision

First resolution

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, clause 10 of the facility agreement dated 5 May 2014 between Umicore (as borrower) and Natixis (as lender). This clause entitles the lender to demand immediate repayment of all outstanding amounts and to make a written demand to require the borrower to provide the lender with full cash cover in immediately available funds in the applicable currency for each outstanding invoice, in the event of a change of control in Umicore.

YES

NO

ABSTAIN

B. Extraordinary shareholders' meeting

Item 1

Cancellation of own ("treasury") shares – amendment of the articles of association

First resolution

Proposed resolution:

- Cancellation of eight million (8,000,000) own shares acquired by the company in accordance with Article 620 §1 of the Companies Code, without reduction of the share capital or the issuance premium entry. The cancellation will result in the proportional cancellation of the reserve non available for distribution created for the acquisition of the own shares in accordance with Article 623 of the Companies Code.
- Replacement of Article 5 of the articles of association by the following provisions: "*The share capital amounts to five hundred million euros (EUR 500,000,000). It is represented by one hundred and twelve million (112,000,000) fully paid up shares without nominal value.*"

YES

NO

ABSTAIN

Item 2

Amendment of Article 8 of the articles of association pursuant to the Royal Decree of 3 March 2011 on the evolution of the supervisory architecture for the financial sector

Second resolution

Proposed resolution:

- Replacement of all references to the “*Belgian Banking, Finance and Insurance Commission*” by references to the “*Financial Services and Markets Authority (FSMA)*” in Article 8 of the articles of association.

YES

NO

ABSTAIN

Item 3

Renewal of the authorisation to acquire own shares

Third resolution

Proposed resolution:

- Authorising the company to acquire own shares in the company on a regulated market, until 31 May 2017 (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.

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’ meeting 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, on2014

Signature

IMPORTANT NOTICES:

In order to be valid, this proxy form, together with any power of attorney or other authority under which it is signed, must be lodged with UMICORE (attn. Mr B. Caeymaex, Umicore, Broekstraat 31 rue du Marais, 1000 Brussels, fax +32 (0)2 227 79 13 – legalcorp@umicore.com) at the latest by Saturday 20 September 2014.

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.

¹ This proxy does not constitute a proxy solicitation as meant under Articles 548 and 549 of the Companies Code.

² The proxy holder need not be a shareholder but must attend the shareholders' meetings in person to represent the shareholder.

³ 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