



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

VOTE BY CORRESPONDENCE

Special and extraordinary shareholders' meetings to be held on
Friday 26 September 2014 at 9.30 a.m.
at the registered office Broekstraat 31 rue du Marais 31 1000 Brussels

Original voting form to be returned by **Saturday 20 September 2014** at the latest to
UMICORE
Mr B. Caeymaex
Broekstraat 31 rue du Marais
B-1000 Brussels (Belgium)

The undersigned ⁽¹⁾,

Owner of shares of UMICORE, with registered office at Broekstraat
(quantity) 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. 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

Done at, on 2014

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' meetings 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.