



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

PROXY

IMPORTANT NOTE :
 Given the exceptional situation related to the coronavirus and the measures taken by the authorities restricting gatherings, the proxy holder appointed under the proxies shall exclusively be UMICORE or any other person designated by UMICORE.

As indicated in the convening notice, instead of using this proxy, shareholders may use the AGM+ platform to complete and submit their proxy electronically. In this case, in order to be valid, the proxy must be submitted directly on the AGM+ platform by 23 April 2021 at the latest, in the manner described in the convening notice, using the form available on the AGM+ platform.

The undersigned:

Name:
First name:
Domicile:

or

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

Owner / usufructuary of
(quantity) shares of UMICORE

hereby appoints as special proxy holder, **UMICORE**, or any other person designated by UMICORE, as the case may be, and, to this end, grants proxy, with right of substitution, to take part in the deliberations of the ordinary and special general meetings to be held on **Thursday 29 April 2021, at 5.00 p.m.**, for the purpose of voting on the items of the **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).

Pursuant to Article 7:143, §4 of the Belgian Code of Companies and Associations, UMICORE or any person designated by UMICORE, acting as proxy holder of the shareholder, is in a situation of conflict of interest and, therefore, he/she may only cast a vote for and on behalf of the shareholder if he/she obtains specific voting instructions for each item on the agenda. UMICORE therefore urges you to express a specific voting instruction by ticking one box for each item on the agenda.

If you fail to tick the box for an item on the agenda, the proxy holder will abstain on this item. If, for whatever reason, there is insufficient clarity with regard to the instructions given, the proxy holder will always abstain in relation to the resolution(s) concerned.

In the event that shareholders, in accordance with Article 7:130 of the Companies and Associations Code, exercise their right to request the inclusion of items on the agenda and/or to submit resolution proposals regarding existing agenda items or items to be included on the agenda, proxies notified prior to the publication of the amended agenda will remain valid for the agenda items they cover. UMICORE will also make the amended agenda and an amended proxy form available on its website (www.umicore.com) by 14 April 2021 at the latest, in order to allow shareholders who wish to do so to give specific voting instructions on the new agenda items and/or new/alternative resolution proposals.

In the event that new/alternative resolution proposals are submitted on existing agenda items after the notified proxies, the proxy holder shall abstain from voting on the new/alternative resolution proposals. In this case, however, shareholders will have the possibility to return a new proxy to UMICORE, by means of the amended proxy form mentioned in the previous paragraph.

VOTING INSTRUCTIONS RELATING TO THE EXISTING ITEMS ON THE AGENDA

A. ORDINARY GENERAL MEETING

AGENDA AND VOTING INSTRUCTIONS

Item 2

Approval of the remuneration report

<i>First resolution</i>

Proposed resolution:

- Approving the remuneration report for the financial year ended on 31 December 2020 as included in the annual report of the supervisory board.

YES

NO

ABSTAIN

Item 3

Approval of the statutory annual accounts for the financial year ended on 31 December 2020 including the proposed allocation of the result

<i>Second resolution</i>

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2020 showing a profit for the financial year in the amount of EUR 86,475,546.59.
- Taking into account:

(1) the profit of the 2020 financial year:	EUR 86,475,546.59
(2) the profit carried forward from the previous financial year:	EUR 471,861,690.64
(3) the allocations to and releases from the unavailable reserve related to the movements in the own shares in 2020:	EUR -24,219,750.71

(4) the interim dividend paid out in August 2020: EUR -60,146,047.50
the result to be appropriated stands at EUR 473,971,439.02

- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 0.75 per share (*). Considering the gross interim dividend of EUR 0.25 per new share paid in August 2020, a balance gross amount of EUR 0.50 per share (*) will be paid on Wednesday 5 May 2021.

() 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 29 April 2021 (i.e. the date of the ordinary shareholders' meeting) and Friday 30 April 2021 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 2020). The own shares are not entitled to a dividend.*

YES

NO

ABSTAIN

Item 4

Approval of the grant of an identical profit premium to Umicore employees in Belgium

Third resolution

Proposed resolution:

- Approving, pursuant to article 11/6 of the law of 22 May 2001 on employee participation in the capital of companies and the creation of a profit premium for employees, as amended by the Law of 25 December 2017, the grant of an identical profit premium ("*identieke winstpremie*" / "*prime bénéficiaire identique*") of EUR 500 gross to all employees (including interim workers ("*uitzendkrachten*" / "*travailleurs intérimaires*")) employed in Belgium by Umicore and its Belgian subsidiaries ("**Umicore Belgium**") for at least 3 months as at 31 December 2020.

The profit premium will be granted *pro rata temporis* in accordance with the actual work performance during the financial year 2020. For part-time work performance, as well as for employees who joined Umicore Belgium during the past financial year and in the event of voluntary or involuntary suspension of the employment contract during the past financial year, no proratisation will be applied.

The following employees of Umicore Belgium will not receive a profit premium: (i) the employees whose employment contract was suspended during the whole financial year 2020 due to incapacity for work and who during the same financial year were not entitled to the legally guaranteed wage, (ii) the employees whose employment contract was suspended during the entire 2020 financial year due to time credit, (iii) the employees whose employment contract was terminated during the 2020 financial year due to dismissal for serious cause on the part of the employee, and (iv) the employees whose employment contract was terminated during the 2020 financial year due to resignation by the employee him/herself, unless the employee resigned to take up his or her statutory pension or early retirement.

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 2020.

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 2020.

YES

NO

ABSTAIN

Item 8
Supervisory board composition

Sixth resolution

Proposed resolution:

- Re-electing Mr Thomas Leysen as member of the supervisory board for a period of three years expiring at the end of the 2024 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Seventh resolution

Proposed resolution:

- Re-electing Mr Koenraad Debackere as independent member of the supervisory board for a period of three years expiring at the end of the 2024 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Eighth resolution

Proposed resolution:

- Re-electing Mr Mark Garrett as independent member of the supervisory board for a period of three years expiring at the end of the 2024 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Ninth resolution

Proposed resolution:

- Re-electing Mr Eric Meurice as independent member of the supervisory board for a period of three years expiring at the end of the 2024 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Tenth resolution

Proposed resolution:

- Electing Mrs Birgit Behrendt as new, independent member of the supervisory board for a period of three years expiring at the end of the 2024 ordinary shareholders meeting.

YES

NO

ABSTAIN

Item 9

Remuneration of the supervisory board

Eleventh resolution

Proposed resolution:

- Approving the supervisory board members' remuneration proposed for the financial year 2021 consisting of:
 - at the level of the supervisory board: (1) a fixed fee of EUR 60,000 for the chairperson and EUR 27,000 for each other member, (2) a fee per attended meeting of (a) EUR 5,000 for the chairperson, (b) EUR 2,500 for each other Belgium-based member and (c) EUR 3,500 (in case of physical attendance) or EUR 2,500 (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: (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 audit committee meetings not combined with a supervisory board meeting) for each other foreign-based member;
 - at the level of the nomination and remuneration committee: a fee per attended meeting of (1) EUR 5,000 for the chairperson of the committee, and (2) 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

Item 10

Election of a new statutory auditor and remuneration

Twelfth resolution

Proposed resolution:

- On motion by the supervisory board, acting upon recommendation of the audit committee and upon nomination by the works' council, the shareholders' meeting resolves to appoint a new statutory auditor, EY Bedrijfsrevisoren BV / EY Réviseurs d'Entreprises SRL, with

registered office at 1831 Diegem, De Kleetlaan 2, for a duration of three years, up to and including the ordinary shareholders' meeting of 2024. The statutory auditor shall be entrusted with the audit of the statutory and the consolidated annual accounts. For the information of the shareholders' meeting, it is specified that EY Bedrijfsrevisoren BV / EY Réviseurs d'Entreprises SRL has appointed Marnix Van Dooren & C° BV/SRL, represented by Mr Marnix Van Dooren, and Eef Naessens BV/SRL, represented by Mrs Eef Naessens, as its permanent representatives.

YES

NO

ABSTAIN

Thirteenth resolution

Proposed resolution:

- The shareholders' meeting resolves to fix the annual remuneration of the statutory auditor for the financial years 2021 through 2023 at EUR 490,000. This amount will be annually adjusted based on the evolution of the consumer price index (health index).

YES

NO

ABSTAIN

B. SPECIAL GENERAL 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 Code of companies and associations, article 4.3.A(3) of the finance contract dated 10 June 2020 between Umicore (as borrower) and the European Investment Bank (as lender), which entitles the latter to cancel the undisbursed portion of the credit and demand prepayment of the loan outstanding, together with accrued interest and all other amounts accrued and outstanding under the finance contract, in the event that a change-of-control event occurs or is likely to occur in respect of Umicore.

YES

NO

ABSTAIN

Second resolution

Proposed resolution:

- Approving, in accordance with article 7:151 of the Code of companies and associations, clause 7.2 of the revolving facility agreement dated 11 June 2020 between Umicore (as borrower) and J.P. Morgan AG (as lender), which exempts the lender from further funding (except for a rollover loan) and also, under certain conditions, entitles it to cancel the revolving facility and to declare all outstanding loans, together with accrued interest and all other amounts accrued, under the revolving credit facility immediately due and payable, in the event that any person or group of persons acting in concert gains control over Umicore.

YES

NO

ABSTAIN

<i>Third resolution</i>

Proposed resolution:

- Approving, in accordance with article 7:151 of the Code of companies and associations, all clauses in the terms and conditions (the "**Conditions**") of the convertible bonds, issued by the company on 15 June 2020, maturing on 23 June 2025 (ISIN BE6322623669), which come into effect at the moment a change of control over Umicore occurs, including, but not limited to, Conditions 5(b)(x) and 6(d) and which provide that, if a change of control over the company occurs, the conversion price of the convertible bonds will be adjusted in proportion to the already elapsed time since the closing date (i.e. 23 June 2020) and the bondholders may request the early redemption of their convertible bonds at their principal amount, together with the accrued and unpaid interests.

YES

NO

ABSTAIN

Done at, on2021.

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) at the latest by **Friday 23 April 2021**. 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.