

VOTE BY CORRESPONDENCE

Ordinary and special shareholders' meeting to be held on
Thursday 25 April 2024 at 5.00 p.m.

In order to be valid, this voting form 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 19 April 2024**. In the case of sending via e-mail, a scanned or photographed copy of the completed and signed voting form should be sent to the company.

The undersigned¹,

Owner / usufructuary of

.....

shares of UMICORE

hereby **irrevocably votes**, as indicated hereafter in the appropriate boxes, on the items of the following agenda:

A. Ordinary shareholders' meeting

AGENDA AND VOTING INSTRUCTIONS

Item 2 - Approval of the remuneration report

First resolution

Proposed resolution:

Approving the remuneration report for the financial year ended on 31 December 2023 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 2023 including the proposed allocation of the result

Second resolution

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2023 showing a profit for the financial year in the amount of EUR 268,439,268.34.

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.

- Taking into account:
 - (1) the profit of the 2023 financial year: EUR 268,439,268.34
 - (2) the profit carried forward from the previous financial year: EUR 570,200,959.31
 - (3) the allocations to and releases from the unavailable reserve related to the movements in the own shares in 2023: EUR 63,384,216.42
 - (4) the interim dividend paid out in August 2023: EUR -60,100,604.25

- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 0,80 per share (*). Considering the gross interim dividend of EUR 0.25 per share paid in August 2023, a balance gross amount of EUR 0.55 per share (*) will be paid on Thursday 2 May 2024.

() 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 25 April 2024 (i.e. the date of the ordinary shareholders' meeting) and Friday 26 April 2024 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 2023). The own shares are not entitled to a dividend.*

YES

NO

ABSTAIN

Item 5 - Discharge to the members of the supervisory board

Third 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 2023.

YES

NO

ABSTAIN

Item 6 - Discharge to the statutory auditor

Fourth resolution

Proposed resolution:

Granting discharge to the statutory auditor for the performance of his mandate during the financial year ended on 31 December 2023.

YES

NO

ABSTAIN

Item 7 - Supervisory board composition

Fifth 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 2027 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Sixth 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 2027 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Seventh resolution

Proposed resolution:

Re-electing Mr Mark Garrett as independent member of the supervisory board for a period of one year expiring at the end of the 2025 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Eighth resolution

Proposed resolution:

Re-electing Mrs Birgit Behrendt as independent member of the supervisory board for a period of three years expiring at the end of the 2027 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Ninth resolution

Proposed resolution:

Electing Mr Frédéric Oudéa as new member of the supervisory board for a period of three years expiring at the end of the 2027 ordinary shareholders meeting.

YES

NO

ABSTAIN

Tenth resolution

Proposed resolution:

Electing Mr Philip Eykerman as new, independent member of the supervisory board with effective date 1 November 2024 for a period expiring at the end of the 2027 ordinary shareholders meeting.

YES

NO

ABSTAIN

Item 8 - Remuneration of the supervisory board

Eleventh resolution

Proposed resolution:

Approving the supervisory board members' remuneration proposed for the financial year 2024 consisting of:

- at the level of the supervisory board:
 - (1) for the chairperson:
 - (a) a fixed fee of EUR 140,000,

- (b) by way of additional fixed remuneration, a grant of 2,000 Umicore shares, which shares must be kept until at least one year after the chairperson 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.
- (2) for each other member:
 - (a) a fixed fee of EUR 30,000,
 - (b) a fee per attended meeting of:
 - (i) EUR 3,000 for each Belgium-based member and
 - (ii) EUR 4,000 (in case of physical attendance) or EUR 3,000 (in case of attendance by means of tele- or videoconference) for each foreign-based member, and
 - (c) by way of additional fixed remuneration, a grant of 1,000 Umicore shares, 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 a) the audit committee and b) the sustainability committee:
 - (1) for the chairperson:
 - (a) a fixed fee of EUR 10,000 and
 - (b) a fee per attended meeting of 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 only if the chairperson is foreign-based)
 - (2) for each other committee member:
 - (a) a fixed fee of EUR 5,000 and
 - (b) a fee per attended meeting of EUR 3,000 (general rule) or EUR 4,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting, and only if the member is foreign-based).
- at the level of a) the nomination and remuneration committee and b) the investment committee:
 - (1) for the chairperson: no remuneration.
 - (2) for each other committee member:
 - (a) a fixed fee of EUR 5,000 and
 - (b) a fee per attended meeting of EUR 3,000 (general rule) or EUR 4,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting, and only if the member is foreign-based).

YES

NO

ABSTAIN

Item 9 - Re-election of the 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 renew the mandate of the statutory auditor, EY Bedrijfsrevisoren BV / EY Réviseurs d'Entreprises SRL, with registered office at 1831 Diegem, Kouterveldstraat 7b, for a duration of three years, up to and including the ordinary shareholders' meeting of 2027. The statutory auditor will be represented by Mr Marnix Van Dooren and Mrs Eef Naessens, and is entrusted with the audit of the statutory and the consolidated annual accounts. The annual remuneration of the statutory auditor for the financial years 2024 through 2026 is fixed at EUR 581,000 (exclusive of VAT). This amount will be indexed each year based on the evolution of the consumer price index (health index).

YES

NO

ABSTAIN

Thirteenth resolution

Proposed resolution:

The statutory auditor is also charged with the assignment regarding the assurance of sustainability information in relation to the financial year 2024 (of for any longer duration which the Belgian law transposing the CSRD, as below defined, may require, if applicable). This assignment is imposed by the EU Directive 2022/2464 of 14 December 2022 of the European Parliament and the European Council as regards corporate sustainability reporting (the “Corporate Social Responsibility Directive” or “CSRD”), which should be transposed into Belgian law before 6 July 2024. The sustainability information referred to above also contains the information required by article 8 of the European Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (the “EU Taxonomy”). The assignment granted to the statutory auditor by this paragraph shall be considered to be the legal assignment under the Belgian law transposing the CSRD, once it has been adopted. The remuneration of the statutory auditor for that assignment shall be agreed between the Company and the statutory auditor in accordance with the Belgian law transposing the CSRD.

YES

NO

ABSTAIN

B. Special shareholders’ 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 BCCA, clause 10.1 n) of the conditional grant agreement (the “**Grant Agreement**”) with effective date 23 August 2023 between the Company (as guarantor), Umicore Rechargeable Battery Materials Canada Inc. (as recipient) and the province of Ontario (Canada) (as grantor – “**Ontario**”), which 1) entitles Ontario a) to immediately terminate the Grant Agreement, b) to be relieved from of all obligations to make disbursements under the Grant Agreement, c) to retain the performance payment and any unpaid carry forward amount under the Grant Agreement, and d) to avail itself of any available remedies permitted by law, or exercise any right or recourse and/or proceed against the recipient, and 2) will cause the total clawback amount (as defined in the Grant Agreement) to become immediately due and payable to Ontario, in the event that a person (or two or more persons acting jointly or in concert) acquires shares in the capital of the Company, resulting in such person(s) having direct or indirect beneficial ownership of 30% or more of the outstanding shares of voting shares in the capital of the Company.

YES

NO

ABSTAIN

Second resolution

Proposed resolution:

Approving, in accordance with article 7:151 of the BCCA, clause 9.2 of the sustainability-linked revolving facility agreement dated 15 December 2023 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 gain(s) control over Umicore.

YES

NO

ABSTAIN

Third resolution

Proposed resolution:

Approving, in accordance with article 7:151 of the BCCA, article 4.3.A(3) of the finance contract dated 7 February 2024 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

Done at, on 2024.

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 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, votes by correspondence 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 vote by correspondence form available on its website (www.unicore.com) by 10 April 2024 at the latest, in order to allow shareholders who wish to do so to vote on the new agenda items and/or new/alternative resolution proposals.

In the event that new/alternative resolution proposals are submitted concerning existing agenda items after the notified votes by correspondence, shareholders will have the possibility to send a new vote by correspondence to UMICORE, by means of the amended vote by correspondence form mentioned in the previous paragraph.