

UMICORE
Limited Liability Company
Registered Office: Broekstraat 31 rue du Marais - 1000 Brussels
VAT BE 0401.574.852 RLE Brussels

The shareholders of Umicore (the “**Company**”) are invited to participate in the ordinary and extraordinary shareholders’ meetings (the “**Meetings**”) which will be held on Thursday 30 April 2026 at 17:00 CEST, at the registered office of Umicore, Broekstraat 31 rue du Marais, B-1000 Brussels.

The ordinary shareholders' meeting will validly conduct business and deliberate on the items on its agenda, irrespective of the number of shares present or represented.

The extraordinary shareholders' meeting will only validly deliberate if at least half of the capital is present or represented. If this condition is not met, a new extraordinary shareholders’ meeting will be convened for Wednesday 3 June 2026 at 10:00 CEST, at the registered office of the Company (Broekstraat 31 rue du Marais, B-1000 Brussels). This second extraordinary shareholders’ meeting will validly deliberate irrespective of the number of shares present or represented.

In order to facilitate the keeping of the attendance list, the shareholders or their representatives are invited to register as of 16:00 CEST.

I. AGENDA

A. Ordinary shareholders’ meeting

1. Annual report of the supervisory board and report of the statutory auditor on the statutory annual accounts for the financial year ended on 31 December 2025.

Comments by the supervisory board:

Pursuant to articles 3:5 and 3:6 of the Belgian Code of companies and associations (the “**BCCA**”), the supervisory board has drafted an annual report in which it accounts for its management. Pursuant to articles 3:74 and 3:75 of the BCCA, the statutory auditor has drafted a detailed report. These reports do not need to be approved by the shareholders.

2. Approval of the remuneration report.

Proposed resolution:

- Approving the remuneration report for the financial year ended on 31 December 2025 as part of the corporate governance statement in the annual report.

3. Approval of a revised remuneration policy.

Proposed resolution:

- Approving the revised remuneration policy, as established in accordance with article 7:89/1 of the BCCA. The supervisory board, upon recommendation of the nomination and remuneration committee, has revised the remuneration policy applicable to the members of the supervisory board and the management board (also referred to as “**ELT**”). The new version is available on Umicore’s website.

4. Approval of the statutory annual accounts for the financial year ended on 31 December 2025 including the proposed allocation of the result.

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2025 showing a profit for the financial year in the amount of EUR 104,369,437.90.
- Taking into account:

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| (1) The profit for the 2025 financial year: | EUR 104,369,437.90 |
| (2) the profit carried forward from
the previous financial year: | EUR 457,056,045.60 |
| (3) the allocations to and releases from the unavailable
reserve related to the movements in the own shares
in 2025: | <u>EUR - 45,579,231.47</u> |
| the result to be appropriated stands at | EUR 515,846,252.03 |
- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 0.50 per share (*), which will be paid on Thursday 7 May 2026.
() 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 30 April 2026 (i.e. the date of the ordinary shareholders' meeting) and Monday 4 May 2026 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to the financial year 2025). The own shares are not entitled to a dividend.*
5. Communication of the consolidated annual accounts for the financial year ended on 31 December 2025 as well as the annual report of the supervisory board and the statutory auditor's report on those consolidated annual accounts.
- Comments by the supervisory board:
- This item relates to the submission of the consolidated annual accounts of the Company. The supervisory board has drafted a report on these annual accounts pursuant to article 3:32 of the BCCA; the statutory auditor has drafted a detailed report pursuant to article 3:80 of the BCCA. These annual accounts and reports do not need to be approved by the shareholders.
6. Discharge to the members of the supervisory board.
- 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 2025.
7. Discharge to the statutory auditor.
- Proposed resolution:
- Granting discharge to the statutory auditor for the performance of his mandate during the financial year ended on 31 December 2025.
8. Supervisory board composition.
- The mandates of Mrs Françoise Chombar and Mr Marc Grynberg expire at the end of this shareholders' meeting. Mrs Chombar has further indicated that she will not apply for a renewal of her mandate, while Messrs Frédéric Oudéa and Michael Bredael have tendered their resignation as non-independent supervisory board members effective at the end of this shareholders' meeting. In that light, it is proposed, upon recommendation by the nomination and remuneration committee:
- to re-elect Mr Marc Grynberg as member of the supervisory board;
 - to re-elect Mr Frédéric Oudéa, but now as independent member of the supervisory board. The criteria used to assess his independence are those set forth in article 3.5 of the 2020 Belgian Code on corporate governance. The supervisory board explicitly confirms having no indication of any element that could cast doubt on this independence.
 - to elect Ms Anna Bertona as new, independent member of the supervisory board. The criteria used to assess her independence are those set forth in article 3.5 of the 2020 Belgian Code on corporate governance. The supervisory board explicitly confirms having no indication of any element that could cast doubt on this independence.

Ms Bertona is the Chief Executive Officer and executive director of Azelis since January 2024 after serving as CEO for the EMEA region and as member of the Executive Committee. She joined Azelis in 2013 and held senior leadership roles in strategy and business development before becoming CEO. With more than 30 years of international experience, Anna has held senior positions across consumer goods, automotive and consultancy. Before Azelis, she was a partner at global management consultancy A.T. Kearney, advising clients in the chemicals sector on strategy, commercial excellence, growth and post-merger integration. Anna holds an MSc in Industrial Design Engineering from Delft University of Technology and an MBA from the Rotterdam School of Management.

- to elect Mr Benjamin Loh as new, independent member of the supervisory board. The criteria used to assess his independence are those set forth in article 3.5 of the 2020 Belgian Code on corporate governance. The supervisory board explicitly confirms having no indication of any element that could cast doubt on this independence.

Mr Benjamin Loh brings over 30 years of international leadership experience in the electronics and semiconductor industries. Most recently, he served as Chair of the Management Board and CEO of ASM International, and has held senior executive roles at Oerlikon, Veeco Instruments, FEI Company, and VAT Vacuum Valves. In addition to his operational expertise, Mr Loh is a non-executive director of SEMI Inc and Chair of Comet Holdings AG, and has contributed to several boards across the industry. He holds a bachelor's degree in electronic engineering from Tohoku University, Japan, and has lived and worked across Asia, Europe, and the US.

Proposed resolutions:

- Re-electing Mr Marc Grynberg as member of the supervisory board for a period of three years expiring at the end of the 2029 ordinary shareholders' meeting;
- Re-electing Mr Frédéric Oudéa, but now as independent member of the supervisory board for a period of one year expiring at the end of the 2027 ordinary shareholders' meeting;
- Electing Ms Anna Bertona as new, independent member of the supervisory board for a period of three years expiring at the end of the 2029 ordinary shareholders' meeting;
- Electing Mr Benjamin Loh as new, independent member of the supervisory board for a period of three years expiring at the end of the 2029 ordinary shareholders' meeting.

9. Remuneration of the supervisory board.

Proposed resolution:

Approving, upon recommendation by the nomination and remuneration committee and in accordance with the remuneration policy, the supervisory board members' remuneration proposed for the financial year 2026 consisting of:

- at the level of the supervisory board:
 - (1) for the chair:
 - (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 chair 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 36,000,
 - (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 chair:
 - (a) a fixed fee of EUR 11,000 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 chair is foreign-based)
 - (2) for each other committee member:
 - (a) a fixed fee of EUR 6,000 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 chair: no remuneration.
 - (2) for each other committee member:
 - (a) a fixed fee of EUR 6,000 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).

Fixed fees are, as the case may be, calculated on a prorata temporis basis.

B. Extraordinary shareholders' meeting

1. Renewal of the authorisation to acquire own shares.

Proposed resolution:

- Authorising the Company to acquire or pledge own shares in the Company for a period of five (5) years as from the publication date in the Annexes to the Belgian Official Gazette of the resolution of the extraordinary general meeting approving the proposed authorisation, within a limit of 10% of the subscribed capital, at a price per share which may not be lower than one euro (EUR 1.00) and not be higher than one hundred fifteen percent (115%) of the closing market price on the day preceding the date of the transaction;
- Authorising the Company's direct subsidiaries to acquire shares in the Company within the same limits as indicated above.

II. CONDITIONS FOR ADMISSION

In accordance with article 7:134 §2 of the BCCA, shareholders will only be entitled to participate in the Meetings if the following **two requirements** are met:

- 1) the Company must be able to determine, on the basis of the evidence submitted in accordance with the registration procedure described below, that they were holding **on Thursday 16 April 2026 at midnight** (Belgian time) (the "**Record Date**") the number of shares for which they intend to participate in the Meetings, **and**
- 2) these shareholders must confirm to the Company by **Friday 24 April 2026** (the "**Confirmation Date**") that they wish to participate in the Meetings.

REGISTRATION

The registration procedure is as follows:

For holders of registered shares

The holders of **registered shares** must be registered in the Company's **share register** on the **Record Date** for the number of shares for which they want their shareholding to be established in view of the Meetings.

For holders of dematerialised shares

Holders of **dematerialised shares** must be registered in the accounts of an authorized account holder or clearing institution on the **Record Date** for the number of shares for which they want their shareholding to be established in view of the Meetings.

Furthermore these shareholders must:

- 1) request their financial institution (authorized account holder or clearing institution) to deliver a **certificate** establishing the number of dematerialized shares they held on the Record Date with this financial institution and for which they wish to be registered in view of the Meetings, and
- 2) **send** this certificate to the Company via regular mail or via e-mail.

CONFIRMATION OF PARTICIPATION

In addition to the above registration the shareholders must **confirm** their participation in the Meetings to the Company at the latest **at midnight (Belgian time) on the Confirmation Date**. Holders of dematerialised shares may also choose to instruct their financial institution to confirm to Umicore their intention to participate in the Meetings simultaneously with the notification to Umicore of the confirmation of the holding of their shares.

Only persons who are shareholders of the Company on the Record Date are entitled to participate in and vote at the Meetings.

III. VOTING METHODS

Shareholders can vote by using any of the following methods set out below. **The registration formalities mentioned above apply in all cases.**

A. PHYSICAL VOTING

The shareholders may physically vote at the Meetings on the above indicated date of the Meetings.

B. POSTAL VOTING

The shareholders may submit a **postal vote** in accordance with article 7:146 of the BCCA and article 19 of the articles of association. Postal votes must be cast on the form prepared by the Company. This form can be obtained at the Company's registered office or on the Company website (www.umicore.com). Signed postal voting forms must reach the Company at the latest on the **Confirmation Date** via regular mail or via e-mail. 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 original copy of the postal vote should also be sent to the Company, but this can be done after the Confirmation Date.

C. PROXY VOTING

As an alternative, the shareholders may be **represented by a proxy holder**.

Shareholders must use the form prepared by the Company. The proxy must be given in writing or by electronic means and must be signed by the shareholder, as the case may be with an electronic signature in accordance with the applicable legal requirements. **Proxy forms** can be obtained at the Company's registered office or on the Company website (www.umicore.com).

Signed proxies must reach the Company via regular mail or e-mail at the latest on the **Confirmation Date**. If the proxy is sent via e-mail, a scanned or photographed copy of the completed and signed proxy should be sent to the Company. The original copy of the proxy should also be sent to the Company, but this can be done after the Confirmation Date.

IV. RIGHT TO SUBMIT QUESTIONS

Pursuant to article 7:139 of the BCCA, all shareholders are entitled to submit questions **in writing** to the members of the supervisory board and the statutory auditor **prior** to the Meetings or to **orally** ask questions **during** the Meetings. Questions in writing must be submitted beforehand and no later than the **Confirmation Date**. These questions will only be answered if the shareholder concerned has complied with the above registration procedure. Answers to the questions in writing will be provided during the Meetings.

More information concerning the above rights and their exercise modalities can be found in the "*shareholder rights*" section of the Company's website (<https://www.umicore.com/en/investor-relations/documents-and-policies/shareholder-rights/>).

V. RIGHT TO ADD ITEMS TO THE AGENDA AND TO FILE RESOLUTION PROPOSALS

Pursuant to article 7:130 of the BCCA, shareholders who, alone or jointly, hold **at least 3%** of the share capital of the Company, are entitled: 1) to add new items to the agenda of the Meetings, and 2) to file resolution proposals in relation to existing or new agenda items of the Meetings.

The proposals to amend the agenda and the proposals for resolutions must reach the Company at the latest on **Wednesday 8 April 2026 at midnight** (Belgian time). The Company will publish a revised agenda by Wednesday 15 April 2026 if it has validly received within the above-mentioned period, one or more requests to add new items and/or new proposed resolutions to the agenda.

VI. AVAILABILITY OF DOCUMENTS

All documents relating to the Meetings which the law requires to make available to the shareholders will be accessible on the Company's website (www.umicore.com) as from 27 March 2026.

As from the same date, shareholders may inspect such documents on business days and during normal office hours, at the registered office of the Company, and/or obtain at no cost copies of the same. Requests at no cost for copies may also be addressed in writing or by electronic means.

VII. COMMUNICATIONS TO THE COMPANY

All notifications, confirmations, proposals, questions or requests referred to in the present notice must be addressed to:

UMICORE NV/SA
Attn. Mr Baudouin Caeymaex
Broekstraat 31 rue du Marais
B-1000 Brussels
E-mail: gov-finlaw@umicore.com

The supervisory board

P.S.

Shareholders can park their cars free of charge in the Q-Park parking Centre (Inno), Dambordstraat 26 rue du Damier, B-1000 Brussels, if their parking lot ticket is stamped at the reception desk of Umicore.