

**RESOLUTIONS TAKEN BY THE ORDINARY AND SPECIAL GENERAL
MEETINGS**

OF SHAREHOLDERS HELD ON 28 APRIL 2022

ORDINARY GENERAL MEETING

Approval of the remuneration report and the new remuneration policy

1. The shareholders' meeting approves the remuneration report for the financial year ended on 31 December 2021.

This motion has been passed with 114,705,858 votes in favour, 65,898,618 votes against and 86,471 abstentions.

2. The shareholders' meeting approves the new remuneration policy.

This motion has been passed with 128,998,774 votes in favour, 51,605,702 votes against and 86,471 abstentions.

Approval of the 2021 statutory annual accounts and the appropriation of the result

3. The shareholders' meeting approves the statutory annual accounts for the financial year ended on 31 December 2021 showing a profit for the financial year in the amount of EUR 309,749,693.

- Taking into account:

(1) the profit of the 2021 financial year:	EUR 309,749,693.55
(2) the profit carried forward from the previous financial year:	EUR 352,163,337.75
(3) the allocations to and releases from the unavailable reserve related to the movements in the own shares in 2021:	EUR 22,985,236.37
(4) the interim dividend paid out in August 2021:	<u>EUR -60,281,126.25</u>
the result to be appropriated stands at	EUR 624,617,141.42

- 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 2021, a balance gross amount of EUR 0.55 per share (*) will be paid on Wednesday 4 May 2022.

() 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 28 April 2022 (i.e. the date of the ordinary shareholders' meeting) and Friday 29 April 2022 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 2021). The own shares are not entitled to a dividend.*

This motion has been passed with 177,073,587 votes in favour, 759,195 votes against and 2,858,165 abstentions.

Giving discharge to the directors and auditor

4. The shareholders' meeting grants discharge to the members of the supervisory board for the performance of their mandate during the financial year ended on 31 December 2021.

This motion has been passed with 164,506,053 votes in favour, 12,705,894 votes against and 3,479,000 abstentions.

5. The shareholders' meeting grants discharge to the statutory auditor for the performance of his mandate during the financial year ended on 31 December 2021.

This motion has been passed with 174,071,722 votes in favour, 3,140,225 votes against and 3,479,000 abstentions.

Composition of the board of directors and approval of remuneration

6. The shareholders' meeting re-elects Mrs Françoise Chombar as 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.

This motion has been passed with 167,347,189 votes in favour, 13,138,225 votes against and 205,533 abstentions.

7. The shareholders' meeting re-elects Mr Laurent Raets as member of the supervisory board.

This motion has been passed with 143,123,475 votes in favour, 11,171,324 votes against and 26,396,148 abstentions.

8. The shareholders' meeting elects Mrs Alison Henwood as new, independent member of the supervisory board with effective date 1 September 2022. The criteria used to assess her independence are those set forth in article 3.5 of the 2020 Belgian Code on corporate governance.

This motion has been passed with 180,266,194 votes in favour, 219,220 votes against and 205,533 abstentions.

9. The shareholders' meeting approves the supervisory board members' remuneration proposed for the financial year 2022 consisting of:

- at the level of the supervisory board: (1) a fixed fee of EUR 60,000 for the chairperson and EUR 30,000 for each other member, (2) a fee per attended meeting of (a) EUR 5,000 for the chairperson, (b) EUR 3,000 for each other Belgium-based member and (c) 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 (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 and of the nomination and remuneration 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 committee meetings not combined with a supervisory board meeting) for each other foreign-based member.

This motion has been passed with 175,600,564 votes in favour, 820,648 votes against and 4,269,735 abstentions.

SPECIAL GENERAL MEETING

Approval of change of control provision

1. Approving, in accordance with article 7:151 of the BCCA, clause 7.2 of the sustainability-linked revolving facility agreement dated 19 October 2021 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.

This motion has been passed with 170,252,921 votes in favour, 9,717,749 votes against and 720,277 abstentions.

EXTRAORDINARY GENERAL MEETING

Renewal of the authorisation to acquire own shares

1. Authorising the Company to acquire own shares in the Company on a regulated market, until 30 June 2026 (included), within a limit of 10% of the subscribed capital, at a price per share comprised between four euros (EUR 4.00) and one hundred twenty euros (EUR 120.00);

Authorising the Company's direct subsidiaries to acquire shares in the Company on a regulated market within the same limits as indicated above.

This motion has been passed with 174,619,359 votes in favour, 6,010,806 votes against and 60,782 abstentions.

Renewal of the powers granted to the supervisory board in the framework of the authorised capital

2. The general meeting resolves to cancel the existing authorization as granted to the supervisory board on 26 April 2018. It resolves to grant a new authorization to the supervisory board to increase the capital of the Company in one or more times by a maximum amount of EUR 55,000,000 for a duration of five years. Accordingly, the shareholders' meeting resolves to replace the provisions of Article 6 of the articles of association ("Authorized Capital") by the following text:

"In accordance with the terms of a resolution adopted at the extraordinary general meeting held on 28 April 2022, the supervisory board is authorized, for a period of five years starting on the date the aforementioned decision is published in the Annexes to the Belgian Official Gazette, to increase the share capital by a maximum amount of EUR 55,000,000 (fifty-five million euros) according to the terms and conditions it shall define.

The supervisory board may carry out this increase in one or more times, either by contributions in cash or, subject to legal restrictions, contributions in kind, as well as by incorporation of reserves, whether available or unavailable for distribution, or of issuance premiums, with or without issuing new stock, above, below or at existing par value, in accordance with the mandatory provisions of the Code of companies and associations. These increases may give rise to the issuance of shares, convertible bonds and/or subscription rights and/or other securities, whether or not attached to other stock of the company, or attached to stock issued by another company. The supervisory board may freely determine whether the new shares shall be issued in registered or dematerialised form.

On this occasion, the supervisory board may, in the best interests of the company and in accordance with legal provisions, limit or disapply the preferential subscription rights of shareholders. The supervisory board may also limit or disapply the preferential subscription rights of shareholders in favour of one or more designated persons who, as the case may be, are not employed by the company or its subsidiaries. In the latter case, the member(s) of the supervisory board who de facto represent(s) the beneficiary of the exclusion of the preferential subscription rights or a person related to the beneficiary within the meaning of article 7:200, 2° of the Code of companies and associations, shall not participate in the vote.

If the capital increase includes an issuance premium, the amount of this premium shall be allocated to an unavailable "issuance premium" reserve, from which it may not be withdrawn in whole or part except to be incorporated into the capital by a decision of the supervisory board using, should the case arise, the authorization conferred upon it by this Article, or to be reduced or cancelled by a decision of the general meeting of shareholders in accordance with the conditions required for an amendment of the articles of association."

This motion has been passed with 172,630,042 votes in favour, 4,101,413 votes against and 3,959,492 abstentions.