

PROXY ¹

The undersigned:

Name:
First name:
Domicile:

or

Company name:
Company form:
Registered office:

Represented by:
 (name/first name/capacity)

Owner / usufructuary of shares of UMICORE

hereby appoints as special proxy holder², with right of substitution:
³

whom he/she authorises:

I. to represent him/her/it at the ordinary and special general meetings to be held on **Thursday 25 April 2024, at 5.00 p.m.** at the registered office Broekstraat 1 rue du Marais, 1000 Brussels, for the purpose of deliberating and voting on the items of the following **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).

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.
- 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: | <u>EUR -60,100,604.25</u> |
| the result to be appropriated stands at | EUR 841,923,839.82 |
- 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

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| <i>Eleventh resolution</i> |
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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

II. in general, to do all that appears necessary to execute this proxy, with a promise of ratification.

A. The proxy holder will vote or abstain on behalf of the undersigned in accordance with the voting instructions given above.

If no voting instructions are given in respect of any of the above proposed resolutions or if, for whatever reason, there is insufficient clarity with regard to the instructions given, the proxy holder will always, in relation to the resolution(s) concerned, vote IN FAVOUR OF the proposed resolution(s).

B.(i) If, in accordance with Article 533ter of the Companies Code, new items are added to the agenda of the above shareholders' meetings after the date of this proxy, the proxy holder will (**please tick the corresponding box**):

abstain from voting on the new items and resolution proposals concerned

- vote on the new items and resolution proposals concerned or abstain as he/she/it will deem fit taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and resolution proposals concerned.

If, also in accordance with Article 533ter of the Companies Code, new/alternative resolution proposals are filed after the date of this proxy with regard to existing agenda items, the proxy holder will **(please tick the corresponding box)**:

- abstain from voting on the new/alternative resolution proposals concerned and vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above
- vote on the new/alternative resolution proposals concerned or abstain as he/she/it will deem fit, in each case taking into consideration the interests of the shareholder.

- (ii) If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative resolution proposals concerned and will be required to vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above.

However, in case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will in any case be entitled to deviate from the above voting instructions should their implementation be detrimental to the shareholder's interests. The proxy holder shall in any event notify the shareholder of any such deviation as well as the justification therefore.

Done at, on2024

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 19 April 2024. 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.

Shareholders are invited not to give a proxy to the persons mentioned in footnote 3.

- ¹ This proxy does not constitute a proxy solicitation as meant under articles 7:144 and 7:145 of the Code of companies and associations.
- ² The proxy holder need not be a shareholder but must attend the shareholders' meetings in person to represent the shareholder.
- ³ In case you appoint one of the following persons as a proxy holder: (i) the company itself, an entity controlled by it, a shareholder controlling the company or any other entity controlled by such shareholder; (ii) a member of the board of directors, of the corporate bodies of the company, of a shareholder controlling the company or of any other controlling entity referred to under (i); (iii) an employee or a (statutory) auditor of the company, of the shareholder controlling the company or of any other controlling entity referred to under (i); (iv) a person who has a parental tie with a natural person referred to under (i) to (iii) or who is the spouse or the legal cohabitant of such person or of a relative of such person; special rules in relation to conflicts of interest will apply. Proxy forms returned to the company without indicating to whom they are addressed will be considered as addressed to the board of directors, thereby also creating a potential conflict of interests. More information concerning the rules governing conflicts of interests between shareholders and their proxy holders can be found in the "Shareholder rights" section of the Umicore website www.umicore.com