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**UMICORE**  
**Limited Liability Company**  
**1000 Brussels, Broekstraat 31 rue du Marais**  
**VAT BE 0401.574.852 RLE Brussels**  
**(the "Company")**

**MINUTES**  
**of the ordinary and extraordinary shareholders' meetings**  
**held on Thursday 30 April 2026 at the registered office of the Company**  
**at 1000 Brussels, Broekstraat 31 rue du Marais**

The meeting was opened at 17:00 CEST with Mr Thomas Leysen, chairperson of the supervisory board (the "*Chair*"), presiding.

1) Composition of the committee:

The Chair appoints Mr Tom Vandebosch as secretary. Mrs Mireille Montgomery and Mr Luc Montgomery are appointed as scrutineers.

2) Verification by the committee:

The Chair submits the following documents:

- a copy of the press releases, announcing the shareholders' meetings and containing a link to the convening notices and the agenda, which were published on 27 March 2026.

These convening notices were also published on the [website of Umicore](#) on 27 March 2026, together with *inter alia* the postal voting and proxy forms, as well as the annual accounts and the reports mentioned in the agenda.

- a copy of the convening notices which were sent on 30 March 2026 to the holders of registered shares, the members of the supervisory board and the statutory auditor;
- the consolidated lists of the shares and shareholders transmitted by the financial institutions in view of their registration;
- the postal voting forms and proxies received;
- the attendance list;
- the minutes of the plenary meeting of the works' councils at which information on the year's results was provided.

3) Presentations - questions:

The Chair addresses the attending shareholders.

He gives the floor to Mr Bart Sap, CEO, who provides some context on the Executive Leadership changes that were announced earlier today, and afterwards comments the annual accounts and the results for financial year 2025.

Subsequently, written and verbal questions from the shareholders are answered.

#### 4) Number of shares – attendance list - quorum:

The final attendance list is submitted to the Chair. He notes that the shareholders participating in the general meetings have complied with article 20 of the articles of association with regard to the conditions for admission to the meetings and he declares

- that the Company presently has 246,400,000 shares in issuance;
- that the Company held 5,748,622 own shares (representing 2.33% of its capital) on the registration date (i.e. on 16 April 2026);
- that the voting rights attached to these own shares are suspended (article 7:217 §1 of the Code of companies and associations Code (the “**BCCA**”)), and that these shares are also not taken into account when calculating the attendance and majority quorums (article 7:140 of the BCCA);
- that, according to the attendance list, a total of 148.992.393 shares are represented at the meetings, representing 61,91% of the capital of the Company. Each share is entitled to one vote;
- that there is no attendance quorum for the ordinary general meeting, but that the extraordinary shareholders’ meeting can only validly deliberate if at least half of the capital is present or represented;
- that, since more than 50% of the capital is represented at today’s shareholders’ meetings, both shareholders’ meetings are validly constituted for dealing with the items on the agenda.
- that, in order to be validly adopted, the agenda items of the ordinary general meeting require a simple majority of the votes cast, while the sole item on the agenda of the extraordinary shareholders’ meeting will require a majority of 75% of the votes cast. Abstention votes will be disregarded when calculating the voting results.

#### 5) Agenda - deliberation

The Chair then states that the meetings are validly constituted to deliberate on the various items of the agenda, namely:

##### **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:
  - (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: EUR - 45,579,231.47

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.



## VOTING

### A. ORDINARY GENERAL 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.

Since copies of the supervisory board's annual report and the auditor report on the statutory annual accounts were sent to the holders of registered shares on 30 March 2026 and were made available to the holders of dematerialized shares on 27 March 2026, the Chair does not read out these documents.

The Chair states that the plenary meeting of the works' councils received all the information they requested on these reports and the statutory annual accounts at the plenary meeting on the year's results which was held on 24 April 2026.

2. Approval of the remuneration report.

#### First resolution

The shareholders' meeting approves the remuneration report for the financial year ended on 31 December 2025.

This resolution is adopted with 123708087 votes IN FAVOUR, 19214968 votes AGAINST and 6069338 ABSTENTIONS.

3. Approval of a revised remuneration policy.

#### Second resolution

The shareholders' meeting approves the revised remuneration policy, as established in accordance with article 7:89/1 of the BCCA.

This resolution is adopted with 135068824 votes IN FAVOUR, 9304081 votes AGAINST and 4619488 ABSTENTIONS.

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

#### Third resolution

The shareholders' meeting approves 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:

|   |                    |
|---|--------------------|
| - the profit of the 2025 financial year:  | EUR 104,369,437.90 |
| - the profit carried forward from the previous financial year:  | EUR 457,056,045.60 |
| - the allocations to and releases from the unavailable reserve related to the movements in the own shares |                    |

|   |                     |
|---|---------------------|
| in 2025:                                | EUR - 45,579,231.47 |
| the result to be appropriated stands at | EUR 515,846,252.03  |

The shareholders' meeting approves 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 shares held by Umicore itself are not entitled to a dividend.

This leads to the following profit appropriation:

|  |                             |
|--|-----------------------------|
| profit to be appropriated:   | EUR 515,846,252.03          |
| payment of a gross dividend balance per share of                     |                             |
| EUR 0.50, i.e.: EUR 0.50 x 240,652,878 <sup>(1)</sup> <sup>(2)</sup> | <u>EUR - 120,326,439.00</u> |
| remainder to be carried forward, i.e.                                | EUR 395,519,813.03          |

*(1) 246,400,000 shares representing all the shares issued by UMICORE, less 5,747,122 own shares held today by UMICORE.*

*(2) 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 today and Monday 4 May 2026) at Euronext Brussels closing time.*

This resolution is adopted with 148124188 votes IN FAVOUR, 1260 votes AGAINST and 866945 ABSTENTIONS.

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.

Since copies of the supervisory board's consolidated annual report and the auditor report on the consolidated annual accounts were sent to the holders of registered shares on 30 March 2026 and were made available to the holders of dematerialized shares on 27 March 2026, the Chair does not read out these documents.

6. Discharge to the members of the supervisory board.

Fourth resolution

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 2025.

This resolution is adopted with 131536955 votes IN FAVOUR, 11837795 votes AGAINST and 5617643 ABSTENTIONS.

7. Discharge to the statutory auditor.

Fifth resolution

The shareholders' meeting grants discharge to the statutory auditor for the performance of their mandate during the financial year ended on 31 December 2025.

This resolution is adopted with 146858849 votes IN FAVOUR, 964544 votes AGAINST and 1169000 ABSTENTIONS.

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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.

Sixth resolution

The shareholders' meeting re-elects 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.

This resolution is adopted with 128524220 votes IN FAVOUR, 20467248 votes AGAINST and 925 ABSTENTIONS.

Seventh resolution

The shareholders' meeting re-elects 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. 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 has also explicitly confirmed having no indication of any element that could cast doubt on this independence.

This resolution is adopted with 130838105 votes IN FAVOUR, 18153363 votes AGAINST and 925 ABSTENTIONS.

Eighth resolution

The shareholders' meeting elects Mrs 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. 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 has also explicitly confirmed having no indication of any element that could cast doubt on this independence.

This resolution is adopted with 148883109 votes IN FAVOUR, 108359 votes AGAINST and 925 ABSTENTIONS.

Ninth resolution

The shareholders' meeting elects 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. 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 has also explicitly confirmed having no indication of any element that could cast doubt on this independence.

This resolution is adopted with 144491064 votes IN FAVOUR, 4500404 votes AGAINST and 925 ABSTENTIONS.

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## 9. Remuneration of the supervisory board

### Tenth resolution

The shareholders' meeting approves 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.

This resolution is adopted with 147340316 votes IN FAVOUR, 1467432 votes AGAINST and 184645 ABSTENTIONS.



## B. EXTRAORDINARY SHAREHOLDERS' MEETING

### Renewal of the authorisation to acquire own shares.

#### Sole resolution

The shareholders' meeting authorizes 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.

It also authorizes the Company's direct subsidiaries to acquire shares in the Company within the same limits as indicated above.

This resolution is adopted with 143642267 votes IN FAVOUR, 4988942 votes AGAINST and 361184 ABSTENTIONS.



Since all agenda items of these ordinary and extraordinary shareholders' meetings have been dealt with, the Chair releases the secretary from reading the minutes of the meetings. Finally, he declared the session closed at ..... hours.

The secretary

The Chair

Tom Vandebosch

Thomas Leysen