

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

OF SHAREHOLDERS HELD ON 24 APRIL 2025

ORDINARY GENERAL MEETING

Approval of the remuneration report

1. The shareholders' meeting approves the remuneration report for the financial year ended on 31 December 2024.

This motion has been passed with 124,289,263 votes in favour, 6,975,342 votes against and 991,299 abstentions.

Approval of the 2024 statutory annual accounts and the appropriation of the result

2. The shareholders' meeting approves the statutory annual accounts for the financial year ended on 31 December 2024 showing a loss for the financial year in the amount of EUR -222,804,757.54.

Taking into account:

(1) the loss of the 2024 financial year:	EUR - 222,804,757.54
(2) the profit carried forward from the previous financial year:	EUR 709,664,670.47
(3) the allocations to and releases from the unavailable reserve related to the movements in the own shares in 2024:	EUR 90,454,855.47
(4) the interim dividend paid out in August 2024:	<u>EUR - 60,120,616.25</u>
the result to be appropriated stands at	EUR 517,194,151.85

The shareholders' meeting approves the proposed appropriation of the result including the payment of a gross dividend of EUR 0.50 per share. Considering the gross interim dividend of EUR 0.25 per share paid in August 2024, a balance gross amount of EUR 0.25 per share (*) will be paid on Wednesday 30 April 2024. The shares held by Umicore itself are not entitled to a dividend.

This results in the following profit appropriation:

- profit to be appropriated:	EUR 517,194,151.85
- payment of a gross dividend balance per share of EUR 0,25, i.e.: EUR 0,25 x 240,552,425 ^{(1) (2)}	<u>EUR - 60,138,106.25</u>
- remainder to be carried forward, i.e.	EUR 457,056,045,60

(¹) 246,400,000 shares representing all the shares issued by UMICORE, less 5,847,575 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 tomorrow (Friday 25 April 2025) at Euronext Brussels closing time.

This motion has been passed with 132,228,049 votes in favour, 26,683 votes against and 1,172 abstentions.

Giving discharge to the directors and auditor

3. 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 2024.

This motion has been passed with 114,818,866 votes in favour, 1,071,829 votes against and 16,365,209 abstentions.

4. The shareholders' meeting grants discharge to the statutory auditor for the performance of his mandate during the financial year ended on 31 December 2024.

This motion has been passed with 131,986,442 votes in favour, 221,657 votes against and 47,805 abstentions.

Composition of the board of directors and approval of remuneration

5. The shareholders' meeting re-elects Mrs Françoise Chombar as independent member of the supervisory board for a period of one year expiring at the end of the 2026 ordinary shareholders' meeting.

This motion has been passed with 114,689,928 votes in favour, 17,565,322 votes against and 654 abstentions.

6. The shareholders' meeting re-elects Ms Alison Henwood as independent member of the supervisory board for a period of three years expiring at the end of the 2028 ordinary shareholders' meeting.

This motion has been passed with 132,203,402 votes in favour, 50,920 votes against and 1,582 abstentions.

7. The shareholders' meeting elects Mrs Martina Merz as new, independent member of the supervisory board for a period of three years expiring at the end of the 2028 ordinary shareholders' meeting.

This motion has been passed with 132,230,983 votes in favour, 24,870 votes against and 51 abstentions.

8. The shareholders' meeting elects Mr Michael Bredael as new member of the supervisory board for a period of three years expiring at the end of the 2028 ordinary shareholders' meeting.

This motion has been passed with 123,762,504 votes in favour, 8,492,420 votes against and 980 abstentions.

9. The shareholders' meeting approves the supervisory board members' remuneration proposed for the financial year 2025 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).

This motion has been passed with 132,004,492 votes in favour, 250,432 votes against and 980 abstentions.

10. The shareholders' meeting approves the confirmation assignment regarding the assurance of the sustainability information (CSRD):

Upon recommendation of the audit committee and the works' council, the appointment of EY Bedrijfsrevisoren BV / EY Réviseurs d'Entreprises SRL, with its registered office at 1831 Diegem, Kouterveldstraat 7b, is confirmed as the statutory auditor of the company for auditing the sustainability reporting (CSRD) for a period of three years, covering the financial years 2024, 2025, and 2026. The annual remuneration of the statutory auditor for the financial years 2024, 2025, and 2026 is fixed at EUR 296,674, to be adjusted annually with the cost-of-living index and for scope changes determined in mutual agreement. For information purposes, the statutory auditor is represented by Mr Marnix Van Dooren and Mrs Eef Naessens.

This motion has been passed with 132,254,014 votes in favour, 1,099 votes against and 791 abstentions.

SPECIAL GENERAL MEETING

Approval of change of control provisions

Sole resolution

In accordance with article 7:151 of the BCCA, the shareholders' meeting approves:

- clause 8.10 of the sustainability-linked note purchase agreement (US private placement) dated 18 April 2024 between Umicore (as notes issuer) and several investors (as notes purchasers), which entitles all the holders of the notes issued under the note purchase agreement to have the entire unpaid principal amount of their notes prepaid by Umicore at par (as the case may be (in the event of swapped notes), with or less the net loss respectively net gain as defined under the above agreement), including accrued interests, in the event that 1) any person or group of persons acting in concert gains control over Umicore and 2) specific rating requirements for the issued notes are not met;

This motion has been passed with 132,231,630 votes in favour, 23,974 votes against and 300 abstentions