

**RESOLUTIONS TAKEN BY THE ORDINARY AND EXTRAORDINARY  
GENERAL MEETINGS  
OF SHAREHOLDERS HELD ON 30 APRIL 2026**

**ORDINARY GENERAL MEETING**

**Approval of the remuneration report**

1. The shareholders' meeting approves the remuneration report for the financial year ended on 31 December 2025 as part of the corporate governance statement in the annual report.

*This motion has been passed with 123,708,087 votes in favour, 19,214,968 votes against and 6,069,338 abstentions.*

**Approval of a revised remuneration policy**

2. The shareholders' meeting approves 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.

*This motion has been passed with 135,068,824 votes in favour, 9,304,081 votes against and 4,619,488 abstentions.*

**Approval of the 2025 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 2025 showing a profit for the financial year in the amount of EUR 104,369,437.90.

Taking into account:

(1) the profit of 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

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 results in 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)(2)</sup>	<u>EUR - 120,326,439.00</u>
- remainder to be carried forward, i.e.	EUR 395,5198,13.03

*(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 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..*

*This motion has been passed with 148,124,188 votes in favour, 1,260 votes against and 866,945 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 2025.

*This motion has been passed with 131,536,955 votes in favour, 11,837,795 votes against and 5,617,643 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 2025.

*This motion has been passed with 146,858,849 votes in favour, 964,544 votes against and 1,169,000 abstentions.*

#### **Composition of the board of directors and approval of remuneration**

6. 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 motion has been passed with 128,524,220 votes in favour, 20,467,248 votes against and 925 abstentions.*

7. 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.

*This motion has been passed with 130,838,105 votes in favour, 18,153,363 votes against and 925 abstentions.*

8. The shareholders' meeting elects 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.

*This motion has been passed with 148,883,109 votes in favour, 108,359 votes against and 925 abstentions.*

9. 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.

*This motion has been passed with 144,491,064 votes in favour, 4,500,404 votes against and 925 abstentions.*

10. The shareholders' meeting approves, 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 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 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 chairperson:
    - (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 chairperson 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 chairperson: 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 motion has been passed with 147,340,316 votes in favour, 1,467,432 votes against and 184,645 abstentions.*

## **EXTRAORDINARY GENERAL MEETING**

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

#### Sole resolution

- The shareholders' meeting authorises 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;
- The shareholders' meeting authorises the Company's direct subsidiaries to acquire shares in the Company within the same limits as indicated above.

*This motion has been passed with 143,642,267 votes in favour, 4,988,942 votes against and 361,184 abstentions.*