



LIMITED LIABILITY COMPANY  
Registered Office: Broekstraat 31 rue du Marais - 1000 Brussels  
VAT BE 0401.574.852 RLE Brussels

**PROXY**<sup>1</sup>

The undersigned:

**Name:** .....  
**First name:** .....  
**Domicile:** .....

or

**Company name:** .....  
**Company form:** .....  
**Registered office:** .....

**Represented by:** .....  
(name/first name/capacity) .....

Owner of 

..... (quantity)
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 shares of UMICORE, with registered office at  
Broekstraat 31 rue du Marais, B-1000 Brussels

hereby appoints as special proxy holder<sup>2</sup>, with right of substitution:  
.....<sup>3</sup>

whom he/she authorises:

I. to represent him/her/it at the ordinary, special and extraordinary general meetings to be held on **Tuesday 26 April 2016, at 5.00 p.m.** at the registered office, Broekstraat 31 rue du Marais, B-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 GENERAL 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 2015.

YES

NO

ABSTAIN

**Item 3**

***Approval of the statutory annual accounts of the company for the financial year ended on 31 December 2015 including the proposed allocation of the result***

*Second resolution*

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2015 showing a profit for the financial year in the amount of EUR 135,456,020.49.
- Taking into account:
 

(1) the profit of the 2015 financial year:	EUR 135,456,020.49
(2) the profit carried forward from the previous financial year:	EUR 375,608,855.58
(3) the allocations to and releases from the unavailable reserve related to the 2015 movements in the own shares:	EUR -8,481,541.36
(4) the interim dividend paid out in September 2015:	<u>EUR -54,250,733.00</u>
the result to be appropriated stands at	EUR 448,332,601.71
- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 1.20 per share (\*). Taking into account the gross interim dividend of EUR 0.50 per share paid in September 2015, a balance gross amount of EUR 0.70 per share (\*) will be paid on Monday 2 May 2016.

*(\*) 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 Tuesday 26 April 2016 (i.e. the date of the ordinary shareholders' meeting) and Wednesday 27 April 2016 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2015). The own shares are not entitled to a dividend.*

YES

NO

ABSTAIN

**Item 5**

***Discharge to the directors***

*Third resolution*

Proposed resolution:

- Granting discharge to the directors for the performance of their mandate during the 2015 financial year.

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 2015 financial year.

YES

NO

ABSTAIN

**Item 7**

***Board composition and remuneration***

*Fifth resolution*

Proposed resolution:

- Appointing Mrs Françoise Chombar as independent director for a period of three years expiring at the end of the 2019 ordinary shareholders' meeting.

YES

NO

ABSTAIN

*Sixth resolution*

Proposed resolution:

- Appointing Mr Colin Hall as director for a period of three years expiring at the end of the 2019 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Seventh resolution

Proposed resolution:

- Approving the board members' remuneration proposed for the financial year 2016 consisting of:
  - at the level of the board of directors: (1) a fixed fee of EUR 40,000 for the chairman and EUR 20,000 for each non-executive director, (2) a fee per attended meeting of EUR 5,000 for the chairman, EUR 2,500 for each Belgium-based non-executive director and EUR 3,500 for each foreign-based non-executive director, and (3) by way of additional fixed remuneration, a grant of 1,000 Umicore shares to the chairman and 500 Umicore shares to each non-executive director;
  - at the level of the audit committee: (1) a fixed fee of EUR 10,000 for the chairman of the committee and EUR 5,000 for each other member, and (2) a fee per attended meeting of EUR 5,000 for the chairman of the committee and EUR 3,000 for each other member;
  - at the level of the nomination and remuneration committee: a fee per attended meeting of EUR 5,000 for the chairman of the committee and EUR 3,000 for each other member.

YES

NO

ABSTAIN

**B. SPECIAL GENERAL MEETING**

**AGENDA AND VOTING INSTRUCTIONS**

**Item 1**

***Approval of change of control provisions***

First resolution

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, clause 7.2 of the revolving facility agreement dated 30 October 2015 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

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## C. EXTRAORDINARY GENERAL MEETING

AGENDA AND VOTING INSTRUCTIONS
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### Item 1

#### ***Renewal of the powers granted to the board of directors in the framework of the authorised capital***

<i>First resolution</i>
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Proposed resolution:

- The general meeting resolves to cancel the existing authorization as granted to the board of directors on 26 April 2011. It resolves to grant a new authorization to the board of directors to increase the capital of the company in one or more times by a maximum amount of EUR 50,000,000 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 26 April 2016, the board of directors is authorized, for a period of five years starting on the date the aforementioned decision is published in the Riders to the Belgian Official Gazette, to increase the share capital by a maximum amount of EUR 50,000,000 (fifty million euros) according to the terms and conditions it shall define.*

*The board may effect 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 share premiums, with or without issuing new stock. These increases may give rise to the issuance of shares with voting rights, of convertible bonds, as well as of subscription rights or other securities, whether or not attached to other stock of the company, or attached to stock issued by another company. The board may freely determine whether the new shares shall be issued in registered or dematerialised form.*

*On this occasion, the board may, in the best interests of the company and in accordance with legal provisions, limit or cancel 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.*

*If the capital increase includes a share premium, the amount of this premium shall be allocated to an unavailable "share 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 board of directors 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 Article 612 of the Companies Code."*

YES

NO

ABSTAIN

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**Item 2**

***Cancellation of the VVPR-strips.***

*Second resolution*

*Proposed resolutions:*

- Considering all rights attached to the VVPR-strips have ceased to exist following changes in the Belgian tax legislation, the general meeting resolves to formally cancel the 26,694,065 VVPR-strips the company has issued in the past.

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 ....., on .....2016

Signature .....

**IMPORTANT NOTICES:**

**In order to be valid, this ORIGINAL proxy form, together with any power of attorney or other authority under which it is signed, must be lodged with UMICORE (attn. Mr B. Caeymaex, Umicore, Broekstraat 31 rue du Marais, 1000 Brussels, fax +32 (0)2 227 79 13 – [legalcorp@umicore.com](mailto:legalcorp@umicore.com)) at the latest by Wednesday 20 April 2016.**

**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.**

- <sup>1</sup> This proxy does not constitute a proxy solicitation as meant under Articles 548 and 549 of the Companies Code.
- <sup>2</sup> The proxy holder need not be a shareholder but must attend the shareholders' meetings in person to represent the shareholder.
- <sup>3</sup> 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](http://www.umicore.com)