



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

PROXY¹

The undersigned:

Name:
First name:
Domicile:

or

Company name:
Company form:
Registered office:

Represented by:
(name/first name/capacity)

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

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

.....³

whom he/she authorises:

I. to represent him/her/it at the extraordinary and special general meetings to be held on **Thursday 7 September 2017, at 10.00 a.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. EXTRAORDINARY GENERAL MEETING

AGENDA AND VOTING INSTRUCTIONS

Share Split

<i>First resolution</i>

Proposed resolution:

- Effective as from 16 October 2017, split of each share of the company into two new shares of the company, resulting in the capital of the company being represented, effective as from the same date, by 224,000,000 fully paid-up shares without nominal value, each representing 1/224,000,000 of the capital. Accordingly the shareholders' meeting resolves to replace the provisions of Article 5 of the bylaws ("*capital*") by the following text: "*The share capital amounts to five hundred million euros (EUR 500,000,000). It is represented by two hundred and twenty-four million (224,000,000) fully paid up shares without nominal value*". Furthermore and for the avoidance of doubt, as a result of this share split, the minimum and maximum prices per share under the authorisation to acquire own shares granted by the extraordinary general meeting of 25 April 2017 will be divided by two so that they will amount to EUR 2 and EUR 37.5 respectively, effective as from the same date as this share split.

YES NO ABSTAIN **Cancellation temporary provision on fractions of shares**

<i>Second resolution</i>

Proposed resolution:

- Cancellation of Article 24 of the bylaws ("*temporary provisions*"), which still provides for temporary provisions for fractions of shares. The share split proposed under the previous agenda item will indeed result in the disappearance of any fractions of shares: the last existing fractions of shares, which have resulted from previous share regrouping operations, are half shares, which will become full shares following the proposed share split. As a result, Article 24 of the bylaws will no longer serve a purpose and can be deleted.

YES NO ABSTAIN **Change of the date of the ordinary (or annual) shareholders' meeting**

<i>Third resolution</i>

Proposed resolution:

- Replacing the text of the first paragraph of Article 16 of the articles of association ("*Convening general meetings of shareholders*") by the following provisions:
"*The general meeting of shareholders referred to as the ordinary or annual general meeting of shareholders, will be held each year on the last Thursday in April at 5.00 p.m. at the company's registered office or at any other location in Belgium specified in the notice convening the meeting.*"

YES NO ABSTAIN

B. SPECIAL GENERAL MEETING

AGENDA AND VOTING INSTRUCTIONS

Approval of change of control provisions

<i>First resolution</i>

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, § 12 of the Schuldschein loan agreement dated 18 April 2017 between Umicore (as borrower) and several financial institutions (as lenders), which entitles each creditor to call its share of the loan in whole (but not in part) at the nominal amount including interest accrued if any in the event that any person or group of persons acting in concert gains control over Umicore.

 YES

 NO

 ABSTAIN

<i>Second resolution</i>

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, section 8.10 of the note purchase agreement (US private placement) dated 17 May 2017 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.

 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, on2017

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) at the latest by Friday 1 September 2017.

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 548 and 549 of the Companies Code.
 - 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