

<b>BONDHOLDER'S PROXY</b> <sup>1</sup>
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The undersigned:

**Bondholder company name:** .....

**Company form:** .....

**Registered office:** .....

**Represented by:** .....

(name/first name/capacity) .....

holder of the bonds with certificate number .....

issued by Umicore, hereby appoints as special proxy holder<sup>2</sup>, with right of substitution:

.....

whom he/she authorises:

to attend in his/her/its name and for his/her/its account **with advisory vote** at the ordinary and special general meetings of Umicore, the agenda of which is enclosed, which is to be held on **Thursday 25 April 2019, at 5.00 p.m.** at the registered office, Broekstraat 31 rue du Marais, B-1000 Brussels,

<b>AGENDA</b>
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**A. ORDINARY GENERAL MEETING**

<b>AGENDA AND VOTING INSTRUCTIONS</b>
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**Item 2**  
***Approval of the remuneration report***

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

- Approving the remuneration report for the financial year ended on 31 December 2018.

YES

NO

ABSTAIN

**Item 3**

**Approval of the statutory annual accounts of the company for the financial year ended on 31 December 2018 including the proposed allocation of the result**

**Second resolution**

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2018 showing a profit for the financial year in the amount of EUR 227,001,378.00.
- Taking into account:
 

(1) the profit of the 2018 financial year:	EUR 227,001,378.00
(2) the profit carried forward from the previous financial year:	EUR 414,301,334.09
(3) the allocations to and releases from the unavailable reserve related to the 2018 movements in the own shares:	EUR -76,348,687.91
(4) a transfer to the legal reserves:	EUR -5,000,000.00
(5) the interim dividend paid out in August 2018:	<u>EUR -84,358,020.95</u>
the result to be appropriated stands at	EUR 475,596,003.23
- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 0.75 per share (\*). Taking into account the gross interim dividend of EUR 0.35 per new share paid in August 2018, a balance gross amount of EUR 0.40 per share (\*) will be paid on Thursday 2 May 2019.

*(\*) 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 25 April 2019 (i.e. the date of the ordinary shareholders' meeting) and Friday 26 April 2019 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2018). 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 2018 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 2018 financial year.

YES

NO

ABSTAIN

**Item 7**  
**Board composition and remuneration**

*Fifth resolution*

Proposed resolution:

- Re-electing Mrs Françoise Chombar as independent director for a period of three years expiring at the end of the 2022 ordinary shareholders' meeting.

YES

NO

ABSTAIN

*Sixth resolution*

Proposed resolution:

- Appointing Mr Laurent Raets as director for a period of three years expiring at the end of the 2022 ordinary shareholders' meeting.

YES

NO

ABSTAIN

*Seventh resolution*

Proposed resolution:

- Approving the board members' remuneration proposed for the financial year 2019 consisting of:
  - at the level of the board of directors: (1) a fixed fee of EUR 60,000 for the chairman and EUR 27,000 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 2,000 Umicore shares to the chairman and 1,000 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 9.2 of the revolving facility agreement dated 23 April 2018 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

Done at ....., on .....2019

Signature .....

**IMPORTANT NOTICE:**

**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 Friday 19 April 2019.**

- <sup>1</sup> This proxy does not constitute a proxy solicitation as meant under Articles 578 and 579 of the Companies Code.
- <sup>2</sup> The proxy holder need not be a shareholder/bondholder but must attend the shareholders' meetings in person to represent the bondholder.