



LIMITED LIABILITY COMPANY

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

The shareholders are kindly invited to attend the extraordinary general meeting, which will be held on Wednesday 6 October 2010, at 9.30 a.m., in the registered office of Umicore, Broekstraat 31 rue du Marais, 1000 Brussels.

In order for the following resolutions to be validly adopted, the attendance conditions set out in articles 558 and 620 in conjunction with 559 of the Belgian Companies Code must be complied with, namely that the shareholders present or represented at the meeting must hold at least half of the capital.

From past experience, it is likely that this meeting will not reach the required quorum and therefore will not be able to deliberate validly.

If this is the case, a new extraordinary general meeting of shareholders will be convened for 29 October 2010, at 9.30 a.m. This extraordinary general meeting will deliberate irrespective of the number of shares present or represented.

In order to facilitate the keeping of the attendance list on 6 October 2010, the shareholders or their representatives will be invited to register as of 8.30 a.m.

AGENDA

1. Motion to renew the authorisation to acquire own shares.

Proposed resolutions:

- *The general meeting authorises the company to acquire own shares in the company on a regulated market, from 29 October 2010 until 28 April 2012 (included), within a limit of 10% of the subscribed capital, at a price per share comprised between four euros (EUR 4.00) and seventy-five euros (EUR 75.00).*
- *The general meeting authorises the company's subsidiaries to acquire shares in the company on a regulated market, in accordance with the conditions of the authorisation granted to the company itself.*

2. Review and discussion of the draft terms of the contemplated merger between Umicore NV/SA (absorbing company) and its 100% subsidiary, Umicore Oxyde Belgium NV/SA with registered office in 3550 Heusden-Zolder, Industriezone Zolder-Lummen Zuid (company to be absorbed), as drawn-up by the boards of directors of the merging companies in accordance with Article 719 of the Companies Code. These draft terms of the merger were drawn-up on 23 August 2010 and were lodged with the Clerk's office of the Commercial Courts of Brussels and Hasselt. The shareholders are entitled to receiving a free copy of the merger proposal at the registered office of Umicore NV/SA.

3. Motion to approve the draft terms of the merger dated 23 August 2010, as drawn-up by the boards of directors of the merging companies.

Proposed resolution:

- *The general meeting approves the draft terms of the merger dated 23 August 2010, as drawn-up by the boards of directors of Umicore NV/SA (absorbing company) and Umicore Oxyde Belgium NV (company to be absorbed).*

4. Motion to approve the transaction whereby Umicore NV/SA (absorbing company) absorbs its 100% subsidiary, Umicore Oxyde Belgium NV (company to be absorbed) through an operation equivalent to a merger as meant under Article 676, 1° of the Companies Code. As a result of this transaction all assets and liabilities of the company to be absorbed, without exception or general reservation, will be transferred to the absorbing company,

Proposed resolution:

- *The general meeting approves the transaction whereby Umicore NV/SA (absorbing company) absorbs its 100% subsidiary, Umicore Oxyde Belgium NV (company to be*

absorbed) through an operation equivalent to a merger as meant under Article 676, 1° of the Companies Code. As a result of this transaction all assets and liabilities of the company to be absorbed, without exception or general reservation, will be transferred to the absorbing company.

Conditions for admission to the extraordinary general meeting:

Pursuant to article 536 of the Belgian Companies Code and to article 17 d) of the articles of association, and as a derogation of the conditions set forth in a) to c) of said article 17, the board of directors has decided that the shareholders will be admitted to, and can vote at, the extraordinary general meeting if the company can determine, on the basis of the evidence submitted in accordance with the procedure described below, that they were holding **on Wednesday 29 September 2010**, at midnight (Belgian time) (the “**Record Date**”), the shares of which they intend to exercise the voting rights at the extraordinary shareholders meeting.

In order to establish towards Umicore that they hold their shares on the Record Date, the shareholders must proceed as follows:

For holders of registered shares:

A confirmation of the number of shares for which they want their shareholding to be established on the Record Date, must reach Umicore **at the latest on Wednesday 29 September 2010 at midnight** (Belgian time)

By fax: +32 2 227 79 13

Or by e-mail: bjorn.dejonghe@umicore.com or baudouin.caeymaex@umicore.com

The holding of the shares on the Record Date will be assessed by Umicore on the basis of the entries in the book of registered shares.

For holders of printed bearer shares (Umicore shares existing before the share split: ISIN BE0003626372)

Holders of **printed bearer shares** must physically deposit the number of shares for which they want their shareholding to be established on the Record Date in a Belgian branch of one of the banks listed below, **at the latest on Wednesday 29 September 2010**, before the close of business at such branch. The holding of the shares on the Record Date will be established on the basis of a confirmation of the deposit sent to Umicore by the relevant bank.

We would particularly like to draw your attention to the fact that since 1st January 2008, pursuant to the Belgian legislation on the abolishment of bearer shares, the deposit of any printed bearer shares with a financial institution by a shareholder in view of participating in a general meeting causes the automatic dematerialisation of his/her bearer shares and their registration in a dematerialised deposit account with said financial institution. It is no longer possible to deliver back printed bearer shares to shareholders if those shares have been deposited with a financial institution.

The number of dematerialised shares registered in the deposit account will take into account the split of the shares by a factor of five decided by the extraordinary general meeting of shareholders held on 5 February 2008.

For holders of dematerialised shares:

Holders of **dematerialised shares** will have to notify one of the banks listed below of the number of shares for which they want their shareholding to be established on the Record Date, **at the latest on Wednesday 29 September 2010 at midnight** (Belgian time). The holding of the dematerialised shares on the Record Date will be established on the basis of a confirmation sent to Umicore by the below banks.

BANQUE DEGROOF/BANK DEGROOF
BNP PARIBAS FORTIS
DEXIA BANQUE/DEXIA BANK
ING
KBC
PETERCAM

The shareholders can **vote by post** in accordance with article 19 of the articles of association. Postal votes must be cast on the form prepared by Umicore. The postal voting form, as approved by the board of directors, may be obtained at the company's registered office or on the company website: www.unicore.com, or through the above-mentioned financial institutions. The signed original of the postal voting form must reach the company's registered office (attention B. Dejonghe) by **Thursday 30 September 2010 at the latest**.

The shareholders **can participate in the general meeting through a proxy holder. Proxy forms** may be obtained at the company's registered office, on the company website: www.unicore.com, or through the above-mentioned financial institutions. Signed original proxies must reach the company's registered office (attention B. Dejonghe) by **Thursday 30 September 2010 at the latest**.

The shareholder who wishes to vote by post or to be represented must, in any case, comply with the registration procedure described here above.

We remind you that no one may participate in or be represented at the general meeting of shareholders if he/she/it is not the effective owner of the shares. However, the organisations declaring being authorised to act as owners of the shares by the effective shareholder will be allowed to vote.

Access to the extraordinary general meeting will be given on presentation of the ID card or the passport of the shareholder or of the proxy holder.

The board of directors

P.S.

Shareholders can park their cars free of charge in the City Parking, boulevard Pachéco 7, 1000 Brussels, if they have the ticket from the car park stamped at the reception desk of Umicore.