

**RESOLUTIONS TAKEN BY THE
ORDINARY, SPECIAL AND EXTRAORDINARY GENERAL MEETINGS
OF SHAREHOLDERS HELD ON 24 APRIL 2012**

ORDINARY SHAREHOLDERS' MEETING

Approval of the remuneration report

1. The general meeting approves the remuneration report for the financial year ended on 31 December 2011.

This motion has been passed with 106.756.880 votes in favour, 3.410.776 votes against and 2.046.506 abstentions.

Approval of the statutory annual accounts and the appropriation of the result

2. Approving the statutory annual accounts for the financial year ended on 31 December 2011 showing a profit for the financial year in the amount of EUR 156,153,196.63.

Taking into account

- (1) the profit of the 2011 financial year,
- (2) the profit of EUR 497,502,524.55 carried forward from the previous financial year,
- (3) the allocations to and releases from the unavailable reserve related to the 2011 movements in the own shares for a total net amount of EUR (-) 87,321,840.25 and
- (4) the interim dividend of EUR 45,343,794.00 paid out in September 2011, the result to be appropriated stands at EUR 520,990,086.93.

In view of the decision taken by the board of directors to cancel the dividend entitlements on the company's own shares held today by the company, the general meeting approves the proposed appropriation of the result including the payment of a gross dividend of EUR 1.00 per share (*). Taking into account the gross interim dividend of EUR 0.40 per share paid in September 2011, a balance gross amount of EUR 0.60 per share (*) will be paid on Thursday 3 May 2012.

The general meeting approves to appropriate this result as follows:

- payment of the balance gross dividend per new share of EUR 0.60,
i.e. : EUR 0.60 x 111,741,687 (*) (**)
 - remainder to be carried forward, i.e.
- EUR 67,045,012.20
EUR 453,945,074.73

() 120.000.000 new shares representing the capital less 8,258,313 own shares held today by Umicore.*

*(**) 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 26 April 2011 (i.e. the date of the ordinary shareholders' meeting) and 28 April 2011 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2010). The own shares are not entitled to a dividend.*

This motion has been passed with 110.229.438 votes in favour, 40.960 votes against and 1.943.764 abstentions.

Giving discharge to the directors and auditor

3. The general meeting grants discharge from liability to the directors for the performance of their mandate during the financial year 2011.

This motion has been passed with 109.075.590 votes in favour, 422.922 votes against and 2.715.650 abstentions.

4. The general meeting grants discharge from liability to the statutory auditor for the performance of its mandate during the financial year 2011.

This motion has been passed with 109.303.666 votes in favour, 194.846 votes against and 2.715.650 abstentions.

Composition of the board of directors and approval of remuneration

5. The general meeting re-appoints Mr Thomas Leysen as director for a period of three years expiring at the 2015 ordinary general meeting.

This motion has been passed with 95.669.796 votes in favour, 14.071.390 votes against and 2.472.976 abstentions.

6. The general meeting re-appoints Mr Marc Grynberg as director for a period of three years expiring at the end of the 2015 ordinary shareholders' meeting.

This motion has been passed with 103.033.072 votes in favour, 9.176.080 votes against and 5.010 abstentions.

7. The general meeting re-appoints Mr Klaus Wendel as director for a period of two years expiring at the end of the 2014 ordinary shareholders' meeting.

This motion has been passed with 97.598.456 votes in favour, 10.633.946 votes against and 3.981.760 abstentions.

8. The general meeting appoints Mr Rudi Thomaes as independent director for a period of three years expiring at the end of the 2015 ordinary shareholders' meeting.

This motion has been passed with 110.287.262 votes in favour, 1.599.604 votes against and 327.296 abstentions.

9. Under the terms of Article 10 of the articles of association, the general meeting decides to set the board members' remuneration for the 2011 financial year as follows, 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 and EUR 2,500 for each non-executive director, and (3) by way of additional fixed remuneration and without prejudice to Article 520ter paragraph 1 of the Companies Code, a grant of 300 Umicore shares to the chairman and 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 and EUR 3,000 for each other member ;
- at the level of the nomination & 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.

This motion has been passed with 111.777.126 votes in favour, 429.526 votes against and 7.510 abstentions.

SPECIAL SHAREHOLDERS' MEETING

10. In accordance with Article 556 of the Companies Code, the general meeting approves the clause 7.2 of the revolving credit facility agreement dated 19 July 2011 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 gains control over Umicore.

This motion has been passed with 102.990.542 votes in favour, 9.218.610 votes against and 5.010 abstentions.

EXTRAORDINARY SHAREHOLDERS' MEETING

The extraordinary shareholders' meeting was adjourned in accordance with Article 18 of the bylaws.