



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

The shareholders are invited to attend the ordinary and extraordinary shareholders' meeting which will be held on Tuesday 30 April 2013 at 5.00 p.m., at the registered office of Umicore, Broekstraat 31 rue du Marais, B-1000 Brussels.

The ordinary shareholders' meeting will validly conduct business and deliberate on the items on its agenda irrespective of the number of shares present or represented.

The extraordinary shareholders' meeting will only validly deliberate on the items on its agenda if at least half of the capital is present or represented. If this condition is not met, a new extraordinary shareholders' meeting will be convened for Thursday 23 May 2013 at 3.00 pm, also at the registered office of Umicore. This second extraordinary shareholders' meeting will validly deliberate irrespective of the number of shares present or represented.

In order to facilitate the keeping of the attendance lists, the shareholders or their representatives are invited to register as of 4.00 p.m.

AGENDA

A. Ordinary shareholders' meeting

1. Annual report of the board of directors and report of the statutory auditor on the statutory annual accounts for the financial year ended on 31 December 2012.

Comments by the board of directors:

Pursuant to Articles 95-96 of the Companies Code the directors have drafted an annual report in which they account for their management. Pursuant to Articles 143-144 of the Companies Code the statutory auditor has drafted a detailed report. These reports need not be approved by the shareholders.

2. Approval of the remuneration report.

Proposed resolution:

- Approving the remuneration report for the financial year ended on 31 December 2012.

3. Approval of the statutory annual accounts of the company for the financial year ended on 31 December 2012 including the proposed allocation of the result.

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2012 showing a profit for the financial year in the amount of EUR 146,722,777.46.
- Taking into account:

(1) the profit of the 2012 financial year:	EUR 146,722,777.46
(2) the profit carried forward from the previous financial year:	EUR 453,945,075.24
(3) the allocations to and releases from the unavailable reserve related to the 2012 movements in the own shares:	EUR 26,881,454.99
(4) the interim dividend paid out in September 2012:	<u>EUR -55,884,694.00</u>
the result to be appropriated stands at	EUR 571,664,613.69.
- Approving 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 0.50 per share paid in September 2012, a balance gross amount of EUR 0.50 per share (*) will be paid on Wednesday 8 May 2013.

() 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 30 April 2013 (i.e. the date of the ordinary shareholders' meeting) and Thursday 2 May 2013 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2012). The own shares are not entitled to a dividend.*

4. Communication of the consolidated annual accounts of the company for the financial year ended on 31 December 2012 as well as the annual report of the board of directors and the statutory auditor's report on those consolidated annual accounts.

Comments by the board of directors:

This item relates to the submission of the consolidated annual accounts of Umicore. Pursuant to Article 119 of the Companies Code the directors have drafted a report on these annual accounts; the statutory auditor has drafted a detailed report pursuant to Article 148 of the Companies Code. These annual accounts and reports need not be approved by the shareholders.

5. Discharge to the directors.

Proposed resolution:

- Granting discharge to the directors for the performance of their mandate during the 2012 financial year.

6. Discharge to the statutory auditor.

Proposed resolution:

- Granting discharge to the statutory auditor for the performance of its mandate during the 2012 financial year.

7. Board composition and remuneration.

The mandates of Mrs Isabelle Bouillot and Mr Shohei Naito expire at the end of the present ordinary shareholders' meeting. In light hereof it is proposed:

- to re-elect Mrs Isabelle Bouillot as director and to re-elect Mr Shohei Naito as independent director;
- to appoint Mr Frans van Daele and Mrs Barbara Kux as new, independent directors. The criteria used to assess their independence are those set forth in Article 526ter of the Companies Code.

Barbara Kux, who is 59 years old and of Swiss nationality, is a member of the Managing Board at Siemens AG since 2008, where she is Head of Supply Chain Management and Chief Sustainability Officer, responsible for the overall sustainability strategy and the marketing of the company's environmental technologies. She also is a member of the Board of Directors of Total S.A. France. Between 2003 and 2008 she was member of the Group Executive Committee at Royal Philips Electronics. Prior to that she held management positions in leading global companies and was a management consultant at McKinsey. Mrs Kux serves as business representative in the Resource Efficiency Platform of the European Commission. She has a Master's Degree in Business Administration with Distinction from INSEAD and is a member of the INSEAD Advisory Board. Wall Street Journal and Fortune have recognized her as one of the leading international women in business.

Frans (baron) van Daele, who is 65 years old and of Belgian nationality, joined the Belgian diplomatic corps in 1971. His most recent post prior to retirement in 2012 was as Chief of Staff to Herman Van Rompuy, the President of the European Council. Between 2007 and 2009 he served as Belgium's permanent representative to NATO and between 2002 and 2006 he was Belgium's ambassador to the United States. His diplomatic career also included postings to the United Nations, Greece, Italy and a period as Director General of Political Affairs at the Belgian Foreign Ministry. He has a Master's Degree in Philosophy and Arts from the Catholic University of Leuven (KUL) where he is currently a Board

member and President of the Alumni Association. He advises Deloitte as Senior Advisor for International and Government Affairs and holds Board positions in several cultural organizations and think tanks.

Proposed resolutions:

- Re-electing Mrs Isabelle Bouillot as director for a period of three years expiring at the end of the 2016 ordinary shareholders' meeting;
- Re-electing Mr Shohei Naito as independent director for a period of one year expiring at the end of the 2014 ordinary shareholders' meeting;
- Electing Mr Frans van Daele as independent director for a period of three years expiring at the end of the 2016 ordinary shareholders' meeting;
- Electing Mrs Barabara Kux as independent director with effective date 1 January 2014 for a period expiring at the end of the 2017 ordinary shareholders' meeting;
- Approving the board members' remuneration proposed for the financial year 2013 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, 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.

B. Extraordinary shareholders' meeting

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

Proposed resolution:

- Authorising the company to acquire own shares in the company on a regulated market, from 30 April 2013 until 30 June 2015 (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).

Authorising the company's direct subsidiaries to acquire shares in the company on a regulated market within the same limits as indicated above.

I. CONDITIONS FOR ADMISSION

In accordance with Article 536 §2 of the Companies Code, shareholders will only be admitted to the shareholders' meetings and will subsequently only be entitled to vote at these meetings if the following **two requirements** are met:

- 1) Umicore must be able to determine, on the basis of the evidence submitted in accordance with the registration procedure described below, that they were holding **on Tuesday 16 April 2013 at midnight** (Belgian time) (the "**Record Date**") the number of shares for which they intend to participate in the shareholders' meetings, **and**
- 2) these shareholders must explicitly confirm to Umicore by **Wednesday 24 April 2013** that they wish to participate in these shareholders' meetings.

REGISTRATION

The registration procedure is as follows:

For holders of registered shares

The holders of **registered shares** must be registered in the share register of Umicore on the Record Date, i.e. **on Tuesday 16 April 2013 at midnight** (Belgian time), for the number of shares for which they want their shareholding to be established on the Record Date and for which they want to participate in the shareholders' meetings.

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 and for which they want to participate in the shareholders' meetings in a Belgian branch of one of the financial institutions listed below, **at the latest on Tuesday 16 April 2013**, 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 financial institutions.

Please note that since 1 January 2008, in accordance with the Belgian Law on the abolition of bearer shares, the deposit of printed bearer shares with a financial institution by a shareholder in view of participating in a shareholders' meeting causes the automatic dematerialisation of his/her/its bearer shares and their registration in a dematerialised deposit account with said financial institution. It is no longer possible to return printed bearer shares to shareholders once those shares have been deposited.

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 shareholders' meeting held on 5 February 2008.

For holders of dematerialised shares

Holders of **dematerialised shares** will have to notify one of the financial institutions listed below of the number of shares for which they want their shareholding to be established on the Record Date and for which they want to participate in the shareholders' meetings, **at the latest on Tuesday 16 April 2013 at midnight** (Belgian time):

Banque Degroof/Bank Degroof
 Belfius Banque/Belfius Bank
 BNP Paribas Fortis
 ING
 KBC
 Petercam

The holding of the dematerialised shares on the Record Date will be established on the basis of a confirmation sent to Umicore by the financial institutions.

CONFIRMATION OF PARTICIPATION

In addition to the above registration the shareholders must **explicitly confirm** their participation in the shareholders' meetings to Umicore (attn. Mr B. Caeymaex, Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels, fax +32 (0)2 227 79 13 – legalcorp@umicore.com) by **Wednesday 24 April 2013 at the latest**. Holders of printed bearer shares or dematerialised shares may also choose to instruct one of the financial institutions listed above to confirm to

Umicore their intention to participate in the meetings simultaneously with the notification to Umicore of the confirmation of the holding of their shares.

Only persons who are shareholders of Umicore on the Record Date are entitled to participate in and vote at the meetings.

II. DISTANCE-VOTING (POSTAL VOTING) – PROXY VOTING

The shareholders may submit a **postal vote** in accordance with Article 550 of the Companies Code and Article 19 of the articles of association. Postal votes must be cast on the form prepared by Umicore. This form can be obtained at the company's registered office, on the company website (www.umicore.com) or through the above-mentioned financial institutions. Signed original postal voting forms must reach Umicore (attn. Mr B. Caeymaex - Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels) by **Wednesday 24 April 2013 at the latest**.

The shareholders may also be **represented by a proxy holder at the shareholders' meetings**. Shareholders are invited to designate a proxy holder using the form prepared by Umicore. The appointment of a proxy holder by a shareholder is made in writing or by electronic means and must be signed by the shareholder, as the case may be with an electronic signature in accordance with the applicable legal requirements. **Proxy forms** can be obtained at the company's registered office, on the company website (www.umicore.com) or through the above-mentioned financial institutions. Signed proxies must reach Umicore (attn. Mr B. Caeymaex - Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels - fax +32 (0)2 227 79 13 – legalcorp@umicore.com) by **Wednesday 24 April 2013 at the latest**.

Shareholders who wish to vote by post or to be represented must, in any case, comply with the above registration and confirmation procedure.

III. RIGHT TO ADD ITEMS TO THE AGENDA AND TO FILE RESOLUTION PROPOSALS – RIGHT TO ASK QUESTIONS

Pursuant to Article 533ter of the Companies Code shareholders who, alone or jointly hold at least 3% of the share capital of Umicore, are entitled: 1) to add new items to the agenda of the ordinary and extraordinary shareholders' meeting, and 2) to file resolution proposals in relation to existing or new agenda items of such meetings.

Furthermore, pursuant to Article 540 of the Companies Code, all shareholders are entitled to put written questions to the directors and the statutory auditor prior to the shareholders' meetings or to orally ask questions at the shareholders' meetings. Questions in writing must be submitted beforehand and will only be answered if the shareholder concerned has complied with the above registration and confirmation procedure.

More information concerning the above rights and their exercise modalities can be found in the "shareholder rights" section of the Umicore website (www.umicore.com).

The proposals to amend the agenda and the proposals for resolutions must reach Umicore (attn. Mr B. Caeymaex, Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels, fax +32 (0)2 227 79 13 – legalcorp@umicore.com) at the latest on **Monday 8 April 2013 at midnight** (Belgian time). Umicore will publish a revised agenda by Monday 15 April 2013 at the latest if it has validly received within the above-mentioned period one or more requests to add new items or new proposed resolutions to the agenda. The questions in writing addressed to the directors/statutory auditor must reach Umicore (see above references) at the latest on **Wednesday 24 April 2013 at midnight** (Belgian time).

IV. AVAILABILITY OF DOCUMENTS

All documents relating to the above shareholders' meetings which the law requires to make available to shareholders will be accessible on Umicore's website (www.umicore.com) as from Friday 29 March 2013.

As from the same date, shareholders may inspect such documents on business days and during normal office hours, at the registered office of Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels, and/or obtain at no cost copies of the same. Requests at no cost for copies may also be addressed in writing or by electronic means (attn. Mr B. Caeymaex, Umicore NV/SA, Broekstraat 31 rue du Marais, B-1000 Brussels, fax +32 (0)2 227 79 13 – legalcorp@umicore.com).

The board of directors

P.S.

Shareholders can park their cars free of charge in the Q-Park parking Centre (Inno), Dambordstraat 26 - rue du Damier 26, 1000 Brussels, if their parking lot ticket is stamped at the reception desk of Umicore.