



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 special and extraordinary shareholders' meetings which will be held on **Friday 26 September 2014** at **9.30 a.m.**, at the registered office of Umicore, Broekstraat 31 rue du Marais, B-1000 Brussels.

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

The extraordinary shareholders' meeting will only validly deliberate 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 Wednesday 15 October 2014 at 10.00 a.m., 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 8.30 a.m.

I. AGENDA

A. Special shareholders' meeting

1. Approval of a change of control provision.

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, clause 10 of the facility agreement dated 5 May 2014 between Umicore (as borrower) and Natixis (as lender). This clause entitles the lender to demand immediate repayment of all outstanding amounts and to make a written demand to require the borrower to provide the lender with full cash cover in immediately available funds in the applicable currency for each outstanding invoice, in the event of a change of control in Umicore.

B. Extraordinary shareholders' meeting

1. Cancellation of own ("treasury") shares – amendment of the articles of association.

Proposed resolution:

- Cancellation of eight million (8,000,000) own shares acquired by the company in accordance with Article 620 §1 of the Companies Code, without reduction of the share capital or the issuance premium entry. The cancellation will result in the proportional cancellation of the reserve non available for distribution created for the acquisition of the own shares in accordance with Article 623 of the Companies Code.
- Replacement of Article 5 of the articles of association by the following provisions: "*The share capital amounts to five hundred million euros (EUR 500,000,000). It is represented by one hundred and twelve million (112,000,000) fully paid up shares without nominal value.*"

2. Amendment of Article 8 of the articles of association pursuant to the Royal Decree of 3 March 2011 on the evolution of the supervisory architecture for the financial sector

Proposed resolution:

- Replacement of all references to the “*Belgian Banking, Finance and Insurance Commission*” by references to the “*Financial Services and Markets Authority (FSMA)*” in Article 8 of the articles of association.

3. Renewal of the authorisation to acquire own shares.

Proposed resolution:

- Authorising the company to acquire own shares in the company on a regulated market, until 31 May 2017 (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.

II. 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 Friday 12 September 2014 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 confirm to Umicore by **Saturday 20 September 2014** that they wish to participate in the 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** for the number of shares for which they want their shareholding to be established in view of the shareholders’ meetings.

For holders of dematerialised shares

Holders of **dematerialised shares** must be registered in the accounts of an authorized account holder or clearing institution on the **Record Date** for the number of shares for which they want their shareholding to be established in view of the shareholders’ meetings.

Furthermore these shareholders must request their financial institution (authorized account holder or clearing institution) to:

- (1) deliver a **certificate** establishing the number of dematerialized shares they held on the Record Date with this financial institution and for which they wish to be registered in view of the shareholders’ meetings, and
- (2) to **send** this certificate to one of the below financial institutions **at the latest on Saturday 20 September 2014 at midnight** (Belgian time):
 - Banque Degroof/Bank Degroof
 - Belfius Banque/Belfius Bank
 - BNP Paribas Fortis
 - ING
 - KBC
 - Petercam

CONFIRMATION OF PARTICIPATION

In addition to the above registration the shareholders must **confirm** their participation in the shareholders' meetings to Umicore by **Saturday 20 September 2014 at midnight (Belgian time) at the latest**. Holders of 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.

III. 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 by **Saturday 20 September 2014 at the latest**.

The shareholders may also be **represented by a proxy holder**. 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 by **Saturday 20 September 2014 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.

IV. 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 shareholders' meetings, 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/governance/en/ShareholderRights).

The proposals to amend the agenda and the proposals for resolutions must reach Umicore at the latest on **Thursday 4 September 2014 at midnight** (Belgian time). Umicore will publish a revised agenda by Thursday 11 September 2014 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 at the latest on **Saturday 20 September 2014 at midnight** (Belgian time).

V. 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 22 August 2014.

As from the same date, shareholders may inspect such documents on business days and during normal office hours, at the registered office of Umicore, 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.

VI. COMMUNICATIONS TO THE COMPANY

All notifications, confirmations, proposals or requests referred to in the present notice must be addressed to:

UMICORE
Attn. Mr Baudouin Caeymaex
Broekstraat 31 rue du Marais
B-1000 Brussels

Fax: +32 (0)2 227 79 13
E-mail: 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, B-1000 Brussels, if their parking lot ticket is stamped at the reception desk of Umicore.