



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

VOTE BY CORRESPONDENCE

Ordinary shareholders' meeting to be held on
Tuesday 28 April 2015 at 5.00 p.m.
at the registered office Broekstraat 31 rue du Marais, 1000 Brussels

Original voting form to be returned by **Wednesday 22 April 2015** at the latest to
UMICORE
Mr B. Caeymaex
Broekstraat 31 rue du Marais
B-1000 Brussels (Belgium)

The undersigned ⁽¹⁾,

Owner of⁽²⁾
(quantity) shares of UMICORE, with registered office at
Broekstraat 31 rue du Marais, B-1000 Brussels

hereby **irrevocably votes**, as indicated hereafter in the appropriate boxes, on the items of the following agenda :

AGENDA AND VOTING INSTRUCTIONS

Item 2

Approval of the remuneration report

First resolution

Proposed resolution:

- Approving the remuneration report for the financial year ended on 31 December 2014.

YES

NO

ABSTAIN

Item 3

Approval of the statutory annual accounts of the company for the financial year ended on 31 December 2014 including the proposed allocation of the result

Second resolution

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2014 showing a profit for the financial year in the amount of EUR 131,237,625.40.
- Taking into account:

(1) the profit of the 2014 financial year:	EUR 131,237,625.40
(2) the profit carried forward from the previous financial year:	EUR 415,856,317.30
(3) the allocations to and releases from the unavailable reserve related to the 2014 movements in the own shares:	EUR -62,997,442.62
(4) the interim dividend paid out in September 2014:	<u>EUR -54,137,036.50</u>
- 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 2014, a balance gross amount of EUR 0.50 per share (*) will be paid on Tuesday 5 May 2015.

() 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 28 April 2015 (i.e. the date of the ordinary shareholders' meeting) and Wednesday 29 April 2015 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2014). 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 2014 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 its mandate during the 2014 financial year.

YES

NO

ABSTAIN

Item 7

Board composition and remuneration

Fifth resolution

Proposed resolution:

- Re-electing Mr Thomas Leysen as director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Sixth resolution

Proposed resolution:

- Re-electing Mr Marc Grynberg as director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Seventh resolution

Proposed resolution:

- Re-electing Mr Rudi Thomaes as independent director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Eighth resolution

Proposed resolution:

- Appointing Mr Mark Garrett as independent director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Ninth resolution

Proposed resolution:

- Appointing Mr Eric Meurice as independent director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Tenth resolution

Proposed resolution:

- Appointing Mr Ian Gallienne as director for a period of three years expiring at the end of the 2018 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Eleventh resolution

Proposed resolution:

- Approving the board members' remuneration proposed for the financial year 2015 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, 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 1,000 Umicore shares to the chairman and 500 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 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

Done at, on 2015

Signature.....

IMPORTANT NOTICES:

We remind you that this voting form will only be taken into account if it is timely returned to Umicore and provided that the shareholder has complied with the admission formalities of prior registration and confirmation as described in the convening notice.

In case shareholders exercise their right to add items to the agenda of a shareholders' meeting and/or to table draft resolutions, postal votes received by the company before the completed agenda has been issued will remain valid for the items covered. However, votes on agenda items for which new resolutions have been tabled will be invalid.

Shareholders who have voted by correspondence are furthermore excluded from participating at the voting in the shareholders' meeting with the shares concerned.

¹ The person signing the vote by correspondence form should indicate clearly his/her surname (in capital letters), usual forename and address. If these particulars are already given on the form, the person signing should check and, if necessary, correct them.

² Umicore will calculate the corresponding number of votes.