

**RESOLUTIONS TAKEN BY THE
ORDINARY GENERAL MEETING
OF SHAREHOLDERS HELD ON 28 APRIL 2009**

Approval of the consolidated annual accounts

The general meeting approves the consolidated annual accounts as at 31 December 2008.

This motion has been passed with 39,646,106 votes in favour, 854 votes against and 73,828 abstentions.

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

The general meeting approves the statutory annual accounts as at 31 December 2008, which were drawn up by the board of directors and which show a profit for the year of EUR 30,860,477.84.

This motion has been passed with 39.294.446 votes in favour, 352.514 votes against and 73.828 abstentions.

Taking into account the profit of EUR 512,319,627.85 brought forward from the previous financial year, the transfer to capital of EUR 88,759,870.52, the transfer of EUR 3,400,000.00 from the non taxable reserves and the allocations to and releases from the unavailable reserve related to the 2008 movements in the own shares for a total net amount of EUR 178,744,591.89, the result to be appropriated stands at EUR 279,075,643.28.

In view of the decision taken by the board of directors on 11 February 2009 to cancel the dividend entitlements on the company's own shares held today by the company;

the general meeting approves the board's proposal to appropriate this result as follows:

- | | |
|-----------------------------------------------------------------------------------------------|-----------------------|
| - payment of a gross dividend per new share of EUR 0.65, i.e. :
EUR 0.65 x 112,342,603 (*) | EUR
73,022,691.95 |
| - remainder to be carried forward, i.e. | EUR
206,052,951.33 |

(*) 120.000.000 new shares representing the capital less 7,657,397 own shares held today by Umicore.

The dividend will be payable as from 6 May 2009.

This motion has been passed with 39,368,258 votes in favour, 352,514 votes against and 16 abstentions.

Giving discharge to the directors and auditor

The general meeting grants full discharge to the members of the board of directors in respect of their mandates in 2008.

This motion has been passed with 39,521,646 votes in favour, 38,314 votes against and 160,828 abstentions.

The general meeting grants full discharge to the auditor in respect of its auditing assignment in 2008.

This motion has been passed with 39,521,646 votes in favour, 38,314 votes against and 160,828 abstentions.

Composition of the board of directors and approval of remuneration

The general meeting confirms the mandate of Mr Marc Grynberg as Executive Director.

This motion has been passed with 39,719,434 votes in favour, 854 votes against and 500 abstentions.

The general meeting re-appoints Mr Marc Grynberg as Executive Director for a period of three years expiring at the end of the 2012 ordinary general meeting.

This motion has been passed with 39,688,434 votes in favour, 31,854 votes against and 500 abstentions.

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The general meeting re-appoints Mr Thomas Leysen as Non-Executive Director for a period of three years expiring at the end of the 2012 ordinary general meeting.

This motion has been passed with 36,075,448 votes in favour, 498,768 votes against and 3,146,572 abstentions.

The general meeting re-appoints Mr Klaus Wendel as Non-executive Director for a period of three years expiring at the end of the 2012 ordinary general meeting.

This motion has been passed with 36,075,448 votes in favour, 498,768 votes against and 3,146,572 abstentions.

The general meeting re-appoints Mr Jean-Luc Dehaene as Independent Director for a period of two years expiring at the end of the 2011 ordinary general meeting.

This motion has been passed with 39,352,534 votes in favour, 355,432 votes against and 12,822 abstentions.

The general meeting decides to set the board's remuneration for the 2009 financial year as follows: a fixed fee for a total amount of EUR 200,000 and a fee per attended meeting of EUR 5,000 for the Chairman and EUR 2,500 for each director.

This motion has been passed with 39,355,612 votes in favour, 363,010 votes against and 2,166 abstentions.