



LIMITED LIABILITY COMPANY

Registered office: rue du Marais 31 Broekstraat - 1000 Brussels
Company number 0401.574.852

In view of the fact that the extraordinary general meeting held on 26 March 2009 was unable to validly conduct business and deliberate on the item on the agenda, owing to the absence of a quorum, shareholders are requested to attend the extraordinary general meeting which will be held on Tuesday 28 April 2009 following the ordinary general meeting convened at 5.00 p.m., at the registered office of Umicore, rue du Marais, Broekstraat 31, 1000 Brussels. This meeting will validly conduct business and deliberate on the item on the agenda irrespective of the number of shares represented.

In order to facilitate the keeping of the attendance list on 28 April 2009, the shareholders and/or their representatives will be welcomed to register as of 4 p.m..

AGENDA

Acquisition of own shares

Pursuant to Art.17 of the Belgian Royal Decree of 8 October 2008 modifying Article 620 of the Company Code, Belgian quoted companies may, under certain conditions, acquire own shares up to a maximum of 20% of the subscribed capital and for a maximum period of five years.

Own shares can be acquired on a regulated market or on any other way as far as equality of treatment of shareholders is respected by means of equivalence of the offered price. The Royal Decree determining the modalities aiming to guarantee such equality is still to be published.

The authorization granted to Umicore by the extraordinary general meeting of shareholders held on 5 February 2008 expires at the ordinary general meeting of 28 April 2009.

Proposed resolution :

Authorization to the company, as from the twenty-eight of April two thousand and nine till the twenty-seven of October 2010, to acquire on a regulated market own shares in the company within a limit of 10 % of the subscribed capital, at a price per share comprised between four euros (EUR 4) and seventy-five euros (EUR 75).

Authorization to the company's subsidiaries to acquire on a regulated market shares in the company in accordance with the conditions of the authorization granted to the company.

Conditions for admission to the extraordinary general meeting:

Pursuant to article 536 of the Company Code and to article 17 of the articles of association, and as a derogation of the conditions set forth in a) to c) of said article 17, the board of directors has decided that the shareholders will be admitted to, and can vote at, the general meeting if the company can determine, on the basis of the evidence submitted in accordance with the procedure described below, that they were holding **on Tuesday 21 April 2009**, at midnight (Belgian time) (the **"Record Date"**), the shares of which they intend to exercise the voting rights at the shareholders meeting.

In order to establish towards Umicore that they hold their shares on the Record Date, the shareholders must proceed as follows:

For holders of registered shares:

A confirmation of the number of shares for which they want their shareholding to be established on the Record Date, must reach UMICORE **at the latest on Tuesday 21 April 2009 at midnight** (Belgian time)

By fax: +32 2 227 79 13

or by e-mail: bjorn.dejonghe@umicore.com; isabelle.fulop@umicore.com

The holding of the shares on the Record Date will be assessed by UMICORE on the basis of the entries in the book of registered shares.

For holders of printed bearer shares (Umicore shares existing before the 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 in a Belgian branch of one of the banks listed below, **at the latest on Tuesday 21 April 2009**, 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 bank.

We would particularly like to draw your attention to the fact that since 1st January 2008, pursuant to the Belgian Law relating to the dematerialization of bearer shares, the deposit of any printed bearer shares with a financial institution by a shareholder in view of participating in a general meeting causes the automatic dematerialization of his/her bearer shares and their inscription on a dematerialized deposit account with such a financial institution. It is no longer possible to deliver back printed bearer shares to shareholders if those shares have been deposited with a financial institution.

The number of dematerialised shares on the deposit account will take into account the split of the shares by a factor of five decided by the extraordinary general meeting of shareholders held on 5 February 2008.

For holders of dematerialised shares:

Holders of **dematerialised shares** will have to notify one of the banks listed below of the number of shares for which they want their shareholding to be established on the Record Date, **at the latest on Tuesday 21 April 2009 at midnight** (Belgian time). The holding of the dematerialised shares on the Record Date will be established on the basis of a confirmation sent to Umicore by the below banks.

FORTIS BANQUE/FORTIS BANK
 BANQUE DEGROOF/BANK DEGROOF
 DEXIA BANQUE/DEXIA BANK
 ING
 KBC BANK/KBC BANQUE
 PETERCAM S.A.

The shareholders can **vote by post** in accordance with article 19 of the articles of association. Postal votes must be cast on the form prepared by Umicore.

The postal voting form, as approved by the board of directors, may be obtained at the company's registered office or on the company website: www.unicore.com , or through the above-mentioned financial institutions.

The signed original of the postal voting form must reach the company's registered office (attention B. Dejonghe) by **Wednesday 22 April 2009 at the latest**.

The shareholders **can attend the meeting through a proxy holder**.

Proxy forms, as approved by the board of directors, may be obtained at the company's registered office, on the company website: www.unicore.com, or through the above-mentioned financial institutions.

Signed original proxies must reach the company's registered office (attention B. Dejonghe) by **Wednesday 22 April 2009 at the latest**.

The shareholder who wishes to vote by post or to be represented must, in any case, comply with the registration procedure described here above.

We remind you that no one may participate in or be represented at the general meeting of shareholders if he/she/it is not the effective owner of the shares. However, the organizations declaring being authorized to act as owners of the shares by the effective shareholder will be allowed to vote.

Access to the extraordinary general meeting will be given on presentation of the ID card or the passport of the shareholder or of the proxy holder.

The board of directors

P.S.

Shareholders can park their cars free of charge in the City Parking, boulevard Pachéco 7, 1000 Brussels, if they have the ticket from the car park stamped at the reception desk of Umicore.