



LIMITED LIABILITY COMPANY

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

**PROXY<sup>1</sup>**

<b>Number of shares :</b>	.....
---------------------------	-------

The undersigned<sup>2</sup>,

**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 organisations declaring being authorised to act as owners of the shares by the effective shareholder, will be allowed to vote.**

acting in the capacity of a shareholder of the limited liability company, UMICORE, with its registered office at rue du Marais 31 Broekstraat, 1000 Brussels

hereby appoints Mr/Mrs .....  
or, in his/her absence, Mr/Mrs .....

who agrees to be so appointed, as his/her special proxy holder, with power to appoint a replacement, in order to represent him/her at the extraordinary general meeting to be held on **Wednesday 23 March 2011, at 10.00 a.m.**, at the registered office, rue du Marais 31 Broekstraat, 1000 Brussels, for the purpose of voting as indicated below on the item of the following agenda:

**AGENDA AND VOTING INSTRUCTIONS**

**Item 1**

***Motion to renew the powers granted to the board of directors in the framework of the authorised capital.***

**First resolution**

**Proposed resolution:**

*The general meeting resolves to cancel the existing authorisation as granted to the board of directors on 24 October 2006. It resolves to grant a new authorisation to the board of directors to increase the capital of the company in one or more times by a maximum amount of EUR 50,000,000 for a duration of five years. Accordingly the shareholders' meeting resolves to replace the provisions of Article 6 of the articles of association ("Authorised Capital") by the following text:*

*"In accordance with the terms of a resolution adopted at the extraordinary general meeting held on 23 March 2011 [or, as the case may be, 26 April 2011], the board of directors is authorized, for a period of five years starting on the date the aforementioned decision is published in the Riders to the Belgian Official Gazette, to increase the share capital by a*

---

maximum amount of EUR 50,000,000 (fifty million euros) according to the terms and conditions it shall define.

The board may effect this increase in one or more times, either by contributions in cash or, subject to legal restrictions, contributions in kind, as well as by incorporation of reserves, whether available or unavailable for distribution, or of share premiums, with or without issuing new stock. These increases may give rise to the issuance of shares with voting rights, of convertible bonds, as well as of subscription rights or other securities, whether or not attached to other stock of the company, or attached to stock issued by another company. The board may freely determine whether the new shares shall be issued in registered or dematerialised form.

On this occasion, the board may, in the best interests of the company and in accordance with legal provisions, limit or cancel the preferential subscription rights of shareholders, in favour of one or more designated persons who, as the case may be, are not employed by the company or its subsidiaries.

If the capital increase includes a share premium, the amount of this premium shall be allocated to an unavailable "share premium" reserve, from which it may not be withdrawn in whole or part except to be incorporated into the capital by a decision of the board of directors using, should the case arise, the authorization conferred upon it by this Article, or to be reduced or cancelled by a decision of the general meeting of shareholders in accordance with Article 612 of the Companies Code."

Voting instructions :  YES  NO  ABSTAIN <sup>3</sup>

## Item 2

***Motion to approve the amendments to the articles of association in anticipation or, as the case may be, in implementation of the law implementing Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies.***

Second resolution

*Proposed resolution:*

Amendment to Article 16 of the articles of association (convening of shareholders' meetings): the shareholders' meeting resolves to delete the provisions of the last paragraph of Article 16, relating to the certificates of dematerialised securities and to proxies for shareholders' meetings.

Voting instructions :  YES  NO  ABSTAIN <sup>3</sup>

Third resolution

*Proposed resolution:*

Amendment to Article 17 of the articles of association (admission to shareholders' meetings): following the introduction of new requirements relating to the registration of shareholders as well as to the proxies for shareholders' meetings, the shareholders' meeting resolves to replace the provisions of Article 17 by the following provisions:

**a) Conditions of admission**

*The right of a shareholder to participate and vote in a general meeting of shareholders is conditional upon the prior recording of the shares held by this shareholder on the fourteenth (14<sup>th</sup>) calendar day at midnight (Belgian time) before the general meeting of shareholders (the "Record Date"), either based on the registration of these shares in the company's register of registered shares or based on the entry of such shares in an account with an authorised account holder or a clearing institution. The number of shares held on the day of the general meeting shall not be taken into account.*

*The shareholder will notify to the company (or any person thereto appointed by the company) his/her/its intention to participate in a general meeting, at the latest on the sixth (6<sup>th</sup>) calendar day before this general meeting, either in writing or, if the convening notice so allows, by electronic means, to the address indicated in the convening notice. The holder of dematerialised shares will deliver (or have delivered), at the latest on the same day a certificate issued by the authorised account holder or the clearing institution certifying the number of dematerialised shares registered in the shareholder's name in its accounts on the Record Date for which the shareholder has expressed his/her/its intention to participate in the general meeting.*

**b) Powers of attorney and proxies**

*Shareholders may take part in, and vote at, meetings of shareholders, either in person or by appointing a representative, irrespective of the latter's capacity of shareholder or not.*

*Unless otherwise provided by the Companies Code, a shareholder may only appoint one proxy holder for a given general meeting of shareholders.*

*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. The notification of the proxy shall be made in writing or by electronic means and shall be sent to the address indicated in the convening notice. The proxy must reach the company at the latest on the sixth (6<sup>th</sup>) calendar day before the general meeting.*

**c) Admission formalities**

*Before the meeting, shareholders or their proxies shall sign an attendance list indicating their last name, forename(s), occupation and residence or registered office, together with the number of shares with which they are taking part in the meeting.*

*The representatives of shareholders who are legal entities shall hand over the documents establishing their capacity as legal representative of such legal entities or produce proof of their capacity of special proxies.*

*Natural persons who take part in the meeting in their capacity of shareholders, authorized representatives or proxies shall produce proof of their identity."*

Voting instructions :  YES  NO  ABSTAIN <sup>3</sup>

**Fourth resolution**

**Proposed resolution:**

*Amendment to Article 18 of the articles of association (conduct of shareholders' meetings): following the extension of the legal term to postpone shareholders' meetings to five weeks, the shareholders' meeting resolves to replace the text of the 5<sup>th</sup> to the 7<sup>th</sup> sentences included of the 3<sup>rd</sup> paragraph of Article 18 by the following provisions:*

*"A new general meeting will be held five weeks later with the same agenda. The attendance formalities must again be complied with in accordance with the terms and conditions laid down in Article 17 of the articles of association."*

Voting instructions :  YES  NO  ABSTAIN <sup>3</sup>

**Fifth resolution**

Proposed resolution:

*Amendment to Article 19 of the articles of association (voting): the shareholders' meeting resolves to replace the text of Article 19 by the following provisions:*

*"Votes shall be cast by a show of hands, roll call, signed voting slips or by electronic means.*

*On condition that the board of directors has made provision to this effect in the notice of meeting, each shareholder shall be authorized, before the general meeting, to vote by correspondence or by electronic means using a form drawn up by the company and made available to shareholders.*

*This form shall include the following:*

- the name, forename(s) or company name of the shareholder, his/her address or registered office;*
- the shareholder's signature, as the case may be under the form of an electronic signature in compliance with the legal requirements;*
- the number of votes which the shareholder wishes to cast at the general meeting and the nature of the shares held;*
- the agenda of the general meeting, indicating the items to be discussed and the proposals submitted for approval;*
- the way in which the shareholder votes, or abstains, in respect of each proposal;*
- the date by which the form should reach the company.*

*With regard to distance-voting forms issued by correspondence, such forms must reach the company by the sixth (6<sup>th</sup>) calendar day preceding the general meeting at the latest; otherwise they will not be taken into account.*

*If the convening notice allows distance-voting by electronic means, the board of directors shall determine the terms and modalities relating thereto. In doing so it shall see to it that the data mentioned under paragraph 3 of Article 19 can duly be introduced, that the time period defined in the last sentence of the present paragraph can be verified and that the capacity and identity of the shareholders concerned can duly be verified. Any vote issued by electronic means can be cast until the day preceding the general meeting of shareholders.*

*Shareholders who vote by correspondence or by electronic means must comply with the record and notice formalities laid down in Article 17 of the articles of association."*

Voting instructions :  YES  NO  ABSTAIN <sup>3</sup>

**Item 3**

***Motion to approve the condition precedent regarding item 2 of the agenda – publication of the law implementing Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies***

**Sixth resolution**

Proposed resolution:

*The general meeting resolves (i) that the modifications to the articles of association provided for under item 2 of the agenda shall (a) be made under the condition precedent that the law implementing Directive 2007/36/EC on the exercise of certain rights of shareholders in listed companies is published in the Belgian State Gazette and (b) enter into force on the date on which such law would provide that such modifications enter into force, it being understood that this proposed resolution shall not be submitted to the vote of*

---

*the extraordinary general meeting of shareholders in the event that such law is published before the extraordinary general meeting which effectively deliberates upon this item; and (ii) to grant to two directors of the company, acting jointly, with the power to sub-delegate, the power to acknowledge the realisation of the condition precedent and to draw up the coordinated text of the articles of association accordingly.*

Voting instructions :  YES  NO  ABSTAIN <sup>6</sup>

The proxy holder will vote on behalf of the undersigned in accordance with the voting instructions given above. If no voting instructions are given in respect of the proposed resolution, the proxy holder may vote as he/she deems fit.

Done at ....., on .....2011

Signature <sup>4</sup> .....

---

<sup>1</sup> This proxy does not constitute a request for a proxy in the terms of Articles 548 and 549 of the Companies Code.

<sup>2</sup> The person signing the proxy form should indicate clearly his/her surname (in capital letters), usual forename and address, in that order. If these particulars are already given on the proxy form, the person signing should check and, if necessary, correct them.

<sup>3</sup> Please delete as appropriate.

<sup>4</sup> The signature should be preceded by the hand-written words "Goed voor volmacht" or "Bon pour pouvoir" (good for proxy).