



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

PROXY¹

The undersigned:

Name:
First name:
Domicile:
.....

or

Company name:
Company form:
Registered office:
.....
Represented by:
(name/first name/capacity)
.....

Owner of

.....
(quantity)

shares of UMICORE, with registered office at
Broekstraat 31 rue du Marais, B-1000 Brussels

hereby appoints as special proxy holder², with right of substitution:

.....³

whom he/she authorises:

I. to represent him/her/it at the ordinary and special general meetings to be held on **Tuesday 29 April 2014, at 5.00 p.m.** at the registered office, Broekstraat 31 rue du Marais, B-1000 Brussels, for the purpose of deliberating and voting on the items of the following **agenda** (and any other shareholders' meetings which may subsequently be held with the same agenda, in the event that the above meetings are postponed, reconvened or suspended).

AGENDA AND VOTING INSTRUCTIONS

A. Ordinary shareholders' meeting
Item 2
Approval of the remuneration report

First resolution

Proposed resolution:

- Approving the remuneration report for the financial year ended on 31 December 2013.

YES ☐

NO ☐

ABSTAIN ☐
Item 3
Approval of the statutory annual accounts of the company for the financial year ended on 31 December 2013 including the proposed allocation of the result

Second resolution

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2013 showing a profit for the financial year in the amount of EUR 87,990,164.22.
- Taking into account:

(1) the profit of the 2013 financial year:	EUR 87,990,164.22
(2) the profit carried forward from the previous financial year:	EUR 515,787,766.68
(3) the allocations to and releases from the unavailable reserve related to the 2013 movements in the own shares:	EUR -77,904,694.10
(4) the interim dividend paid out in September 2013:	<u>EUR -55,495,044.50</u>
the result to be appropriated stands at	EUR 470,378,192.30
- 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 2013, a balance gross amount of EUR 0.50 per share (*) will be paid on Wednesday 7 May 2014.

(*) 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 29 April 2014 (i.e. the date of the ordinary shareholders' meeting) and Wednesday 30 April 2014 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2013). 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 2013 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 2013 financial year.

YES ☐NO ☐ABSTAIN ☐**Item 7****Board composition and remuneration**

Fifth resolution

Proposed resolution:

- Re-electing Mrs Ines Kolmsee as independent director for a period of three years expiring at the end of the 2017 ordinary shareholders' meeting.

YES ☐NO ☐ABSTAIN ☐

Sixth resolution

Proposed resolution:

- Re-electing Mr Uwe-Ernst Bufe as director for a period of one year expiring at the end of the 2015 ordinary shareholders' meeting.

YES ☐NO ☐ABSTAIN ☐

Seventh resolution

Proposed resolution:

- Re-electing Mr Arnoud de Pret as director for a period of one year expiring at the end of the 2015 ordinary shareholders' meeting.

YES ☐NO ☐ABSTAIN ☐

Eighth resolution

Proposed resolution:

- Re-electing Mr Jonathan Oppenheimer as director for a period of three years expiring at the end of the 2017 ordinary shareholders' meeting.

YES ☐

NO ☐

ABSTAIN ☐

Ninth resolution

Proposed resolution:

- Approving the board members' remuneration proposed for the financial year 2014 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 and EUR 2,500 for each 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 & 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 ☐

Item 8

Re-election of the statutory auditor and remuneration

Tenth resolution

Proposed resolution:

- On motion by the board of directors, acting upon recommendation of the audit committee and upon nomination by the works' council, the shareholders' meeting resolves to renew the mandate of the statutory auditor, PricewaterhouseCoopers BCBVA/SCCRL, with registered office at 1932 Sint-Stevens-Woluwe, Woluwe Garden, Woluwedal 18, which expires today, for a duration of three years, up to and including the ordinary shareholders' meeting of 2017. The statutory auditor will be represented by the BVBA/SPRL Marc Daelman, represented by Mr Marc Daelman and is entrusted with the audit of the statutory and the consolidated annual accounts.

YES ☐

NO ☐

ABSTAIN ☐

Eleventh resolution

Proposed resolution:

- The shareholders' meeting resolves to fix the annual remuneration of the statutory auditor for the financial years 2014 through 2016 at EUR 484,750. This amount will be indexed each

year based on the evolution of the consumer price index (health index).

YES ☐

NO ☐

ABSTAIN ☐

B. Special shareholders' meeting

Item 1

Approval of change of control provisions

First resolution

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, clause 7.2 of the revolving facility agreement dated 16 September 2013 between Umicore (as borrower) and several financial institutions (as lenders), which exempts the lenders from further funding (except under rollover loans) and also, under certain conditions, entitles them to cancel their commitment under said agreement, causing their participation in all amounts (outstanding loans, accrued interests and any other amounts) to be immediately due and payable, in the event that any person or group of persons acting in concert gain(s) control over Umicore.

YES ☐

NO ☐

ABSTAIN ☐

II. in general, to do all that appears necessary to execute this proxy, with a promise of ratification.

- A. The proxy holder will vote or abstain on behalf of the undersigned in accordance with the voting instructions given above.

If no voting instructions are given in respect of any of the above proposed resolutions or if, for whatever reason, there is insufficient clarity with regard to the instructions given, the proxy holder will always, in relation to the resolution(s) concerned, vote IN FAVOUR OF the proposed resolution(s).

- B.(i) If, in accordance with Article 533ter of the Companies Code, new items are added to the agenda of the above shareholders' meeting after the date of this proxy, the proxy holder will **(please tick the corresponding box)**:

- ☐ abstain from voting on the new items and resolution proposals concerned
- ☐ vote on the new items and resolution proposals concerned or abstain as he/she/it will deem fit taking into consideration the interests of the shareholder.

If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new items and resolution proposals concerned.

If, also in accordance with Article 533ter of the Companies Code, new/alternative resolution proposals are filed after the date of this proxy with regard to existing agenda items, the proxy holder will **(please tick the corresponding box)**:

- ☐ abstain from voting on the new/alternative resolution proposals concerned and vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above
 - ☐ vote on the new/alternative resolution proposals concerned or abstain as he/she/it will deem fit, in each case taking into consideration the interests of the shareholder.
- (ii) If the shareholder fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative resolution proposals concerned and will be required to vote or abstain from voting on the existing resolution proposals in accordance with the instructions set out above.

However, in case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will in any case be entitled to deviate from the above voting instructions should their implementation be detrimental to the shareholder's interests. The proxy holder shall in any event notify the shareholder of any such deviation as well as the justification therefore.

Done at, on2014

Signature

IMPORTANT NOTICES:

In order to be valid, this proxy form, together with any power of attorney or other authority under which it is signed, must be lodged with UMICORE (attn. Mr B. Caeymaex, Umicore, Broekstraat 31 rue du Marais, 1000 Brussels, fax +32 (0)2 227 79 13 – legalcorp@umicore.com) at the latest by Wednesday 23 April 2014.

The shareholder who wishes to be represented by proxy must comply with the admission formalities of prior registration and confirmation as described in the convening notice published by UMICORE.

Shareholders are invited not to give a proxy to the persons mentioned in footnote 3.

- ¹ This proxy does not constitute a proxy solicitation as meant under Articles 548 and 549 of the Companies Code.
- ² The proxy holder need not be a shareholder but must attend the shareholders' meetings in person to represent the shareholder.
- ³ In case you appoint one of the following persons as a proxy holder: (i) the company itself, an entity controlled by it, a shareholder controlling the company or any other entity controlled by such shareholder; (ii) a member of the board of directors, of the corporate bodies of the company, of a shareholder controlling the company or of any other controlling entity referred to under (i); (iii) an employee or a (statutory) auditor of the company, of the shareholder controlling the company or of any other controlling entity referred to under (i); (iv) a person who has a parental tie with a natural person referred to under (i) to (iii) or who is the spouse or the legal cohabitant of such person or of a relative of such person; special rules in relation to conflicts of interest will apply. Proxy forms returned to the company without indicating to whom they are addressed will be considered as addressed to the board of directors, thereby also creating a potential conflict of interests. More information concerning the rules governing conflicts of interests between shareholders and their proxy holders can be found in the "Shareholder rights" section of the Umicore website www.umicore.com