



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

VOTE BY CORRESPONDENCE

Ordinary and special shareholders' meetings to be held on
Tuesday 29 April 2014 at 5.00 p.m.
at the registered office Broekstraat 31 rue du Marais 31 1000 Brussels

Original voting form to be returned by **Wednesday 23 April 2014** 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

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 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 ☐

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

<i>First resolution</i>

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 ☐

Done at, on 2014

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' meetings 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.