



Press release

Regulated information – Inside Information  
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## Umicore launches an offering of €500 million in convertible bonds due 2025

Umicore (the “Company”) announces today the launch of an offering of senior unsecured convertible bonds (the “Bonds”) due 2025, under the Company’s authorised capital for an aggregate principal amount of €500 million.

The net proceeds of the offering will be used for general corporate purposes and to fund Umicore’s strategic developments in the areas of clean mobility materials and recycling. This offering will further strengthen and diversify Umicore’s funding structure by complementing the €1.1 billion of medium- and long-term, fixed-rate private placement debt secured in recent years.

The Bonds will have a denomination of €100,000 in principal amount and integral multiples thereof.

The Bonds will be issued at 100% of their principal amount and unless previously converted, redeemed or repurchased and cancelled, the Bonds will be redeemed at 100% of their principal amount on 23 June 2025.

The Bonds will not bear interest. The Bonds will be convertible, in accordance with and subject to the terms and conditions of the Bonds, into ordinary shares (“Shares”) of the Company listed on Euronext Brussels. The initial conversion price is expected to be set at a premium of between 27.5% and 37.5% above the Reference Share Price. The Reference Share Price is expected to be equal to the placement price of the Shares in the Concurrent Equity Offering (as defined and further described below).

The final terms of the Bonds are expected to be announced through a press release once the bookbuilding process is completed.

Settlement of the offering is expected to take place on or around 23 June 2020 (the “Closing Date”).

The Company may redeem all, but not some only, of the Bonds at their principal amount at any time on or after 14 July 2023, if the parity value of a Bond over a specified period is equal to or exceeds €130,000, as further described in the terms and conditions of the Bonds.

The Bonds will be offered solely to institutional investors in certain jurisdictions, outside the United States, via a private placement.

The Company will agree to a lock-up undertaking (subject to certain customary exceptions) in relation to its ordinary shares and equity-linked securities from pricing until 90 days after the Closing Date.

An application will be made for the Bonds to be admitted to trading on the Open Market (Freiverkehr) segment of the Frankfurt Stock Exchange no later than thirty days following the Closing Date.

The Sole Global Coordinator and Bookrunner has informed the Company that, concurrently with the placement of the Bonds, it intends to conduct a simultaneous placement (the “Concurrent Equity Offering”) of existing Shares on behalf of subscribers of the Bonds who wish to sell such Shares in short sales in order to hedge the market risk of an investment in the Bonds, at a placement price to be determined by way of an accelerated

bookbuilding process. The Company will not receive any proceeds from the Concurrent Equity Offering. The Reference Price for the Bonds is expected to be equal to the placement price of the Concurrent Equity Offering.

Groupe Bruxelles Lambert, Umicore's largest shareholder, has indicated its intention to participate in the Concurrent Equity Offering.

The Company will convene a general meeting of shareholders to be held no later than 30 April 2021 (the "Long-stop Date") to seek shareholders' approval of certain provisions included in the terms and conditions of the Bonds that are triggered upon a change of control (the "Shareholder Resolutions"). If the Shareholder Resolutions are not (i) passed by the Long-stop Date or (ii) filed with the Clerk of the competent Enterprise Court not later than 15 days after the Long-stop Date, the Company shall redeem all, but not some only, of the Bonds at the greater of (i) 102% of the principal amount of the Bonds and (ii) 102% of the Fair Bond Value of the Bonds (as defined in the terms and conditions of the Bonds), all as further set out in the terms and conditions of the Bonds.

J.P. Morgan Securities plc is acting as Sole Global Coordinator and Bookrunner for the offering.

## For more information

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## Umicore profile

Umicore is a global materials technology and recycling group. It focuses on application areas where its expertise in materials science, chemistry and metallurgy makes a real difference. Its activities are organised in three business groups: Catalysis, Energy & Surface Technologies and Recycling. Each business group is divided into market-focused business units offering materials and solutions that are at the cutting edge of new technological developments and essential to everyday life.

Umicore generates the majority of its revenues and dedicates most of its R&D efforts to clean mobility materials and recycling. Umicore's overriding goal of sustainable value creation is based on an ambition to develop, produce and recycle materials in a way that fulfils its mission: materials for a better life.

Umicore's industrial and commercial operations as well as R&D activities are located across the world to best serve its global customer base. The Group generated in 2019 revenues (excluding metal) of € 3.4 billion (turnover of € 17.5 billion) and, as at 31 December 2019, employed 11,152 people.

THIS PRESS RELEASE IS NOT FOR DISTRIBUTION, DIRECTLY OR INDIRECTLY, IN OR INTO THE UNITED STATES OF AMERICA, AUSTRALIA, JAPAN, SOUTH AFRICA OR ANY OTHER JURISDICTION WHERE TO DO SO WOULD BE PROHIBITED BY APPLICABLE LAW.

## INSIDE INFORMATION

This press release relates to the disclosure of information that qualified, or may have qualified, as inside information within the meaning of Article 7(1) of the EU Market Abuse Regulation.

## FORWARD-LOOKING STATEMENTS

The contents of this press release include statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the words "believes", "estimates", "anticipates", "expects", "intends", "may", "will", "plans", "continue", "ongoing", "potential", "predict", "project", "target", "seek" or "should", and include statements the Company makes concerning the intended results of its strategy. By their nature, forward-looking statements involve risks and uncertainties and readers are cautioned that any such forward-looking statements are not guarantees of future performance. The Company's actual results may differ materially from those predicted by the forward-looking statements. The Company undertakes no obligation to publicly update or revise forward-looking statements, except as may be required by law.

## IMPORTANT NOTICE

AN INVESTMENT IN THE BONDS INCLUDES A SIGNIFICANT DEGREE OF RISK. IN MAKING ANY DECISION TO PURCHASE THE BONDS, AN INVESTOR WILL BE DEEMED (A) TO HAVE SUCH BUSINESS AND FINANCIAL EXPERIENCE AS IS REQUIRED TO GIVE IT THE CAPACITY TO PROTECT ITS OWN INTERESTS IN CONNECTION WITH THE PURCHASE OF THE BONDS, (B) NOT TO HAVE RELIED ON (i) ANY INVESTIGATION THAT THE SOLE GLOBAL COORDINATOR AND BOOKRUNNER OR ANY OF ITS AFFILIATES, OR ANY PERSON ACTING ON BEHALF OF THE SOLE GLOBAL COORDINATOR AND BOOKRUNNER OR ANY OF ITS AFFILIATES, MAY HAVE CONDUCTED WITH RESPECT TO THE COMPANY, THE BONDS, THE SHARES TO BE ISSUED OR TRANSFERRED AND DELIVERED UPON CONVERSION OF THE BONDS AND NOTIONALLY UNDERLYING THE BONDS OR THE SHARES THAT ARE THE SUBJECT OF THE CONCURRENT EQUITY OFFERING (TOGETHER, THE "SECURITIES"), OR (ii) ANY DISCUSSIONS, NEGOTIATIONS OR OTHER COMMUNICATIONS ENTERED INTO WITH, OR ANY OTHER WRITTEN OR ORAL INFORMATION MADE AVAILABLE BY THE SOLE GLOBAL COORDINATOR AND BOOKRUNNER OR ITS OFFICERS, EMPLOYEES OR AGENTS, (C) TO HAVE MADE ITS OWN INVESTMENT DECISION REGARDING THE SECURITIES BASED ON ITS OWN KNOWLEDGE, INVESTIGATION AND ASSESSMENT OF THE COMPANY, THE COMPANY'S SUBSIDIARIES, THE SECURITIES, THE TERMS OF THE BONDS AND THE TERMS OF THE PLACEMENT OF THE BONDS, AND BASED ON SUCH OTHER PUBLICLY AVAILABLE INFORMATION IT DEEMS NECESSARY, APPROPRIATE AND SUFFICIENT (AND WHICH IT CONFIRMS IT HAS BEEN ABLE TO ACCESS, READ AND UNDERSTAND) AND (D) TO HAVE CONSULTED ITS OWN INDEPENDENT ADVISERS OR TO OTHERWISE HAVE SATISFIED ITSELF CONCERNING, WITHOUT LIMITATION, ACCOUNTING, REGULATORY, TAX OR OTHER CONSEQUENCES IN THE LIGHT OF ITS PARTICULAR SITUATION UNDER THE LAWS OF ALL RELEVANT JURISDICTIONS.

NO ACTION HAS BEEN TAKEN BY THE COMPANY OR THE SOLE GLOBAL COORDINATOR AND BOOKRUNNER OR ANY OF THEIR RESPECTIVE AFFILIATES THAT WOULD PERMIT AN OFFERING OF THE SECURITIES IN ANY JURISDICTION WHERE ACTION FOR THAT PURPOSE IS REQUIRED.

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There shall be no offer or sale of the Securities in any jurisdiction in which such offer or sale would be unlawful prior to registration, exemption from registration or qualification under the securities laws of any such jurisdiction.

This press release is not for distribution in or into the United States and does not constitute or form part of any offer or invitation to sell or purchase, or a solicitation of any offer to purchase or subscribe for, securities in the United States. The Securities have not been and will not be registered under the U.S. Securities Act of 1933 (the "U.S. Securities Act") or the securities laws of any state of the United States, and the Securities may not be offered or sold in the United States unless they are registered under the U.S. Securities Act or an exemption from the registration requirements of the U.S. Securities Act is available. The Company has not registered, and does not intend to register, any portion of the offering of the Securities in the United States, and does not intend to conduct a public offering of securities in the United States.

This press release and the offering when made are only addressed to, and directed in the United Kingdom and member states of the European Economic Area (the "EEA") (each a "Member State") at persons who are "qualified investors" within the meaning of the Prospectus Regulation ("Qualified Investors"). Each person in the United Kingdom or a Member State who initially acquires any Securities or to whom any offer of Securities may be made and, to the extent applicable, any funds on behalf of which such person is acquiring the Securities that are located in the United Kingdom or a Member State will be deemed to have represented, acknowledged and agreed that it is a Qualified Investor. For these purposes, the expression "Prospectus Regulation" means Regulation (EU) 2017/1129.

Solely for the purposes of the product governance requirements contained within: (a) EU Directive 2014/65/EU on markets in financial instruments, as amended ("MIFID II"); (b) articles 9 and 10 of Commission Delegated Directive (EU) 2017/593 supplementing MIFID II; and (c) local implementing measures (together, the "MIFID II Product Governance Requirements"), and disclaiming all and any liability, whether arising in tort, contract or otherwise, which any "Manufacturer" (for the purposes of the MIFID II Product Governance Requirements) may otherwise have with respect thereto, the Bonds have been subject to a product approval process, which has determined that: (i) the target market for the Bonds is eligible counterparties and professional clients only, each as defined in MIFID II; and (ii) all channels for distribution of the Bonds to eligible counterparties and professional clients are appropriate. Any person subsequently offering, selling or recommending the Bonds (a "Distributor") should take into consideration the manufacturers' target market assessment; however, a Distributor subject to MIFID II is responsible for undertaking its own target market assessment in respect of the Bonds (by either adopting or refining the manufacturers' target market assessment) and determining appropriate distribution channels.

The target market assessment is without prejudice to the requirements of any contractual or legal selling restrictions in relation to any offering of the Bonds.

For the avoidance of doubt, the target market assessment does not constitute: (a) an assessment of suitability or appropriateness for the purposes of MIFID II; or (b) a recommendation to any investor or group of investors to invest in, or purchase, or take any other action whatsoever with respect to the Bonds.

The Bonds are not intended to be offered, sold or otherwise made available to and should not be offered, sold or otherwise made available to any retail investor in the EEA or the United Kingdom. For these purposes, a retail investor means a person who is one (or more) of: (i) a retail client as defined in point (11) of article 4(1) of MIFID II; or (ii) a customer within the meaning of directive (EU) 2016/97, as amended, where that customer would not qualify as a professional client as defined in point (10) of article 4(1) of MIFID II. Consequently, no key information document required by regulation (EU) no 1286/2014, as amended (the "PRIIPS Regulation") for offering or selling the Bonds or otherwise making them available to retail investors in the EEA or the United Kingdom has been prepared and therefore offering or selling the Bonds or otherwise making them available to any retail investor in the EEA or the United Kingdom may be unlawful under the PRIIPS Regulation.

In addition, in the United Kingdom this announcement is being distributed only to, and is directed only at, Qualified Investors (i) who have professional experience in matters relating to investments falling within article 19(5) of the financial services and markets act 2000 (financial promotion) order 2005, as amended (the "Order") and Qualified Investors falling within article 49(2)(a) to (d) of the Order, and (ii) to whom it may otherwise lawfully be communicated (all such persons together being referred to as "Relevant Persons").

This press release must not be acted on or relied on (i) in the United Kingdom, by persons who are not Relevant Persons, and (ii) in any Member State, by persons who are not Qualified Investors. Any investment or investment activity to which this press release relates is available only to (a) Relevant Persons in the United Kingdom and will be engaged in only with Relevant Persons in the United Kingdom and (b) Qualified Investors in Member States.

This press release and the offering when made is not addressed to, and not directed at, any consumer (*consument / consommateur*) within the meaning of the Belgian code of economic law (*wetboek van economisch recht / code de droit économique*), as amended. Each person who initially acquires any Securities or to whom any offer of Securities may be made and, to the extent applicable, any funds on behalf of which such person is acquiring the Securities will be deemed to have represented, acknowledged and agreed that it is not a consumer within the meaning of the Belgian code of economic law.

In the case of any Securities being offered to a potential investor in its capacity as a financial intermediary (as such term is used in Article 5(1) of the Prospectus Regulation), such financial intermediary will be deemed to have represented and agreed that the Securities acquired by it in the offering have not been acquired on behalf of persons in the United Kingdom or a Member State other than Qualified Investors or persons in the United Kingdom or Member States for whom such financial intermediary has authority to make decisions on a wholly discretionary basis, nor have the Securities been acquired with a view to their offer or resale in the United Kingdom or a Member State where this would result in a requirement for publication by the Company, the Sole Global Coordinator and Bookrunner or any other manager of a prospectus pursuant to Article 3 of the Prospectus Regulation.

The Bonds may be sold on a private placement basis only to purchasers in the Canadian provinces of Ontario, Québec, British Columbia and Alberta purchasing, or deemed to be purchasing, as principal that are "accredited investors", as defined in national instrument 45-106 prospectus exemptions or subsection 73.3(1) of the Securities Act (Ontario), as applicable, and are "permitted clients", as defined in national instrument 31-103 registration requirements, exemptions and ongoing registrant obligations. Any resale of the Bonds or shares issued on conversion of the Bonds must be made in accordance with an exemption from, or in a transaction not subject to, the prospectus requirements



of applicable securities laws. The information in this press release has not been prepared with regard to matters that may be of particular concern to Canadian purchaser and, accordingly, should be read with this in mind. All monetary amounts used in this press release are stated in euros. The Bonds are not denominated in Canadian dollars. The value of the Bonds or shares issued on conversion of the Bonds to a Canadian purchaser will fluctuate with changes in the exchange rate between the Canadian dollar and the currency of the Bonds or shares issued on conversion of the Bonds. The Company, the Sole Global Coordinator and Bookrunner and others will rely upon the truth and accuracy of the foregoing representations, acknowledgements and agreements. Notwithstanding the above, a person who is not a "qualified investor" and who has notified the Sole Global Coordinator and Bookrunner of such fact in writing, may, with the written consent of the Sole Global Coordinator and Bookrunner, be permitted to purchase the Bonds.

Any decision to purchase any of the Securities should only be made on the basis of an independent review by a prospective investor of the Company's publicly available information. Neither the Sole Global Coordinator and Bookrunner nor any of its affiliates accept any liability arising from the use of, or make any representation as to the accuracy or completeness of, this press release or the Company's publicly available information. The information contained in this press release is subject to change in its entirety without notice up to the Closing Date.

Each prospective investor should proceed on the assumption that it must bear the economic risk of an investment in the Securities. Neither the Company or the Sole Global Coordinator and Bookrunner make any representation as to (i) the suitability of the Securities for any particular investor, (ii) the appropriate accounting treatment and potential tax consequences of investing in the Securities or (iii) the future performance of the Securities either in absolute terms or relative to competing investments. Acquiring investments to which this press release relates may expose an investor to a significant risk of losing the entire amount invested. Persons considering making such investments should consult an authorised person specialising in advising on such investments. This press release does not constitute a recommendation concerning the Securities referred to herein.

The Sole Global Coordinator and Bookrunner is acting on behalf of the Company and no one else in connection with the Bonds and will not be responsible to any other person for providing the protections afforded to clients of the Sole Global Coordinator and Bookrunner or for providing advice in relation to the Securities.

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