

VOTE BY CORRESPONDENCE

Ordinary and special shareholders' meeting to be held on
Thursday 27 April 2023 at 5.00 p.m.

In order to be valid, this voting form must be sent via regular postal mail or via e-mail to and lodged with UMICORE (attn. Mr B. Caeymaex, Umicore, Broekstraat 31 rue du Marais, 1000 Brussels, legalcorp@umicore.com) at the latest by **Friday 21 April 2023**. In the case of sending via e-mail, a scanned or photographed copy of the completed and signed voting form should be sent to the company.

The undersigned¹,

Owner / usufructuary of

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shares of UMICORE

hereby **irrevocably votes**, as indicated hereafter in the appropriate boxes, on the items of the following agenda:

A. Ordinary shareholders' meeting

AGENDA AND VOTING INSTRUCTIONS

Item 2 - Approval of the remuneration report

First resolution

Proposed resolution:

Approving the remuneration report for the financial year ended on 31 December 2022 as included in the annual report of the supervisory board.

YES ☐

NO ☐

ABSTAIN ☐

Item 3 - Approval of the statutory annual accounts for the financial year ended on 31 December 2022 including the proposed allocation of the result

Second resolution

Proposed resolution:

- Approving the statutory annual accounts for the financial year ended on 31 December 2022 showing a profit for the financial year in the amount of EUR 296,681,252.56.

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.

- Taking into account:
 - (1) the profit of the 2022 financial year: EUR 296,681,252.56
 - (2) the profit carried forward from the previous financial year: EUR 492,586,190.17
 - (3) the allocations to and releases from the unavailable reserve related to the movements in the own shares in 2022: EUR -26,825,811.87
 - (4) the interim dividend paid out in August 2022: EUR -60,025,706.25
 - the result to be appropriated stands at EUR 702,415,924.61
- Approving the proposed appropriation of the result including the payment of a gross dividend of EUR 0,80 per share (*). Considering the gross interim dividend of EUR 0.25 per share paid in August 2022, a balance gross amount of EUR 0.55 per share (*) will be paid on Thursday 4 May 2023.
 (*) 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 Thursday 27 April 2023 (i.e. the date of the ordinary shareholders' meeting) and Friday 28 April 2023 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to the financial year ended on 2022). The own shares are not entitled to a dividend.

YES ☐

NO ☐

ABSTAIN ☐

Item 5 - Discharge to the members of the supervisory board

Third resolution

Proposed resolution:

Granting discharge to the members of the supervisory board for the performance of their mandate during the financial year ended on 31 December 2022.

YES ☐

NO ☐

ABSTAIN ☐

Item 6 - Discharge to the statutory auditor

Fourth resolution

Proposed resolution:

Granting discharge to the statutory auditor for the performance of his mandate during the financial year ended on 31 December 2022.

YES ☐

NO ☐

ABSTAIN ☐

Item 7 - Supervisory board composition

Fifth resolution

Proposed resolution:

Re-electing Mr Mario Armero as member of the supervisory board for a period of three years expiring at the end of the 2026 ordinary shareholders' meeting.

YES ☐

NO ☐

ABSTAIN ☐

Sixth resolution

Proposed resolution:

Electing Marc Grynberg as new member of the supervisory board for a period of three years expiring at the end of the 2026 ordinary shareholders meeting.

YES ☐

NO ☐

ABSTAIN ☐

Item 8 - Remuneration of the supervisory board

Seventh resolution

Proposed resolution:

Approving the supervisory board members' remuneration proposed for the financial year 2023 consisting of:

- at the level of the supervisory board:
 - (1) for the chairperson:
 - (a) a fixed fee of EUR 140,000,
 - (b) by way of additional fixed remuneration, a grant of 2,000 Umicore shares, which shares must be kept until at least one year after the chairperson leaves the supervisory board and at least three years after the moment of award pursuant to article 7.6 of the 2020 Belgian Code on corporate governance.
 - (2) for each other member:
 - (a) a fixed fee of EUR 30,000,
 - (b) a fee per attended meeting of:
 - (i) EUR 3,000 for each Belgium-based member and
 - (ii) EUR 4,000 (in case of physical attendance) or EUR 3,000 (in case of attendance by means of tele- or videoconference) for each foreign-based member, and
 - (c) by way of additional fixed remuneration, a grant of 1,000 Umicore shares, which shares must be kept until at least one year after the member concerned leaves the supervisory board and at least three years after the moment of award pursuant to article 7.6 of the 2020 Belgian Code on corporate governance.
- at the level of a) the audit committee and b) the newly established sustainability committee:
 - (1) for the chairperson:
 - (a) a fixed fee of EUR 10,000 and
 - (b) a fee per attended meeting of EUR 5,000 (general rule) or EUR 6,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting, and only if the chairperson is foreign-based)
 - (2) for each other committee member:
 - (a) a fixed fee of EUR 5,000 and
 - (b) a fee per attended meeting of EUR 3,000 (general rule) or EUR 4,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting, and only if the member is foreign-based).
- at the level of a) the nomination and remuneration committee and b) the newly established investment committee:
 - (1) for the chairperson: no remuneration.
 - (2) for each other committee member:
 - (a) a fixed fee of EUR 5,000 and
 - (b) a fee per attended meeting of EUR 3,000 (general rule) or EUR 4,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting, and only if the member is foreign-based).

YES ☐

NO ☐

ABSTAIN ☐

B. Special shareholders' meeting

AGENDA AND VOTING INSTRUCTIONS

Item 1 - Approval of change of control provisions

First resolution

Proposed resolutions:

- Approving, in accordance with article 7:151 of the BCCA, of (i) clauses 23.1 and 24.4 of the joint venture agreement ("**JVA**") dated 26 September 2022 between the Company, PowerCo SE and Power HoldCo Lux SA, pursuant to which Power HoldCo Lux SA is granted a call option, exercisable at fair market value, on the shares held by the Company in the joint venture holding company BLUE UNITED BV/SRL in case of (a) a sanctioned entity or (b) an entity other than Volkswagen AG which is a strategic investor in the field of automotive and energy storage or a tier 1 battery firm, acquiring control of the Company ("**control**" defined as (x) control over more than 30% of the voting rights of the Company or (y) in case of (b) only, a third party being able to unilaterally determine, by way of statutory or contractual appointment rights or similar rights, 25% of the composition of the supervisory board or the management board of the Company), and (ii) any other provision of the JVA or any other document and/or transaction in connection with the JVA terminating or giving a right to termination or introducing transition arrangements in the joint venture and/or the supply relationship in case the call option would be exercised and such additional clauses providing for termination, expiry, right to termination or other contractual consequences falling within the scope of article 7:151 of the BCCA, including but not limited to clause 5.1(e) of the JVA, clauses 22.4(f) and 22.5 of the framework service level agreement, clause 15.1(e)(i)(B) of the sourcing framework agreement, clause 12.5 of the IP licensing agreement and clauses 11.6 to 11.9 of the joint development agreement;
- Approving, in accordance with article 7:151 of the BCCA, clause 8.10 of the sustainability-linked note purchase agreement (US private placement) dated 23 November 2022 between Umicore (as notes issuer) and several investors (as notes purchasers), which entitles all the holders of the notes issued under the note purchase agreement to have the entire unpaid principal amount of their notes prepaid by Umicore at par (as the case may be (in the event of swapped notes), with or less the net loss respectively net gain as defined under the above agreement), including accrued interests, in the event that 1) any person or group of persons acting in concert gains control over Umicore and 2) specific rating requirements for the issued notes are not met.

YES ☐

NO ☐

ABSTAIN ☐

Done at, on 2023.

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 the event that shareholders, in accordance with Article 7:130 of the Companies and Associations Code, exercise their right to request the inclusion of items on the agenda and/or to submit resolution proposals regarding existing agenda items or items to be included on the agenda, votes by correspondence notified prior to the publication of the amended agenda will remain valid for the agenda items they cover. UMICORE will also make the amended agenda and an amended vote by correspondence form available on its website (www.umicore.com) by 12 April 2023 at the latest, in order to allow shareholders who wish to do so to vote on the new agenda items and/or new/alternative resolution proposals.

In the event that new/alternative resolution proposals are submitted concerning existing agenda items after the notified votes by correspondence, shareholders will have the possibility to send a new vote by correspondence to UMICORE, by means of the amended vote by correspondence form mentioned in the previous paragraph.