

**RESOLUTIONS TAKEN BY
THE ORDINARY AND SPECIAL GENERAL MEETINGS
OF SHAREHOLDERS HELD ON 29 APRIL 2021**

ORDINARY GENERAL MEETING

Approval of the remuneration report

1. The shareholders' meeting approves the remuneration report for the financial year ended on 31 December 2020.

This motion has been passed with 115,404,408 votes in favour, 26,205,110 votes against and 703,617 abstentions.

Approval of the statutory annual accounts for the financial year ended on 31 December 2020 and the proposed allocation of the result

2. The shareholders' meeting approves the statutory annual accounts for the financial year ended on 31 December 2020 showing a profit for the financial year in the amount of EUR 86,475,546.59.

Taking into account:

(1) the profit of the 2020 financial year:	EUR 86,475,546.59
(2) the profit carried forward from the previous financial year:	EUR 471,861,690.64
(3) the allocations to and releases from the unavailable reserve related to the movements in the own shares in 2020:	EUR -24,219,750.71
(4) the interim dividend paid out in August 2020:	EUR -60,146,047.50
the result to be appropriated stands at	EUR 473,971,439.02

- The shareholders' meeting approves the proposed appropriation of the result including the payment of a gross dividend of EUR 0.75 per share (*). Considering the gross interim dividend of EUR 0.25 per new share paid in August 2020, a balance gross amount of EUR 0.50 per share (*) will be paid on Wednesday 5 May 2021.

This results in the following profit appropriation:

- profit to be appropriated	EUR 473,971,439.02
- payment of a gross dividend balance per share of EUR 0.70, i.e.: EUR 0.40 x 240,497,555 (*) (**)	EUR -120,248,777.50
- remainder to be carried forward, i.e.	EUR 353,722,661.52

(*) 246,400,000 shares representing the capital less 5,902,445 shares held today by UMICORE.

(**) 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 25 April 2019 (i.e. the date of the ordinary shareholders' meeting) and Friday 26 April 2019 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to the financial year 2018). The own shares are not entitled to a dividend.

(*) *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 29 April 2021 (i.e. the date of the ordinary shareholders' meeting) and Friday 30 April 2021 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 2020). The own shares are not entitled to a dividend.*

This motion has been passed with 140,203,019 votes in favour, 1,999,911 votes against and 108,205 abstentions.

Approval of the grant of an identical profit premium to Umicore employees in Belgium

- 3 The shareholders' meeting approves pursuant to article 11/6 of the law of 22 May 2001 on employee participation in the capital of companies and the creation of a profit premium for employees, as amended by the Law of 25 December 2017, the grant of an identical profit premium ("identieke

winstpremie" / "prime bénéficiaire identique") of EUR 500 gross to all employees (including interim workers ("uitzendkrachten" / "travailleurs intérimaires")) employed in Belgium by Umicore and its Belgian subsidiaries ("Umicore Belgium") for at least 3 months as at 31 December 2020.

The profit premium will be granted pro rata temporis in accordance with the actual work performance during the financial year 2020. For part-time work performance, as well as for employees who joined Umicore Belgium during the past financial year and in the event of voluntary or involuntary suspension of the employment contract during the past financial year, no proratisation will be applied.

The following employees of Umicore Belgium will not receive a profit premium: (i) the employees whose employment contract was suspended during the whole financial year 2020 due to incapacity for work and who during the same financial year were not entitled to the legally guaranteed wage, (ii) the employees whose employment contract was suspended during the entire 2020 financial year due to time credit, (iii) the employees whose employment contract was terminated during the 2020 financial year due to dismissal for serious cause on the part of the employee, and (iv) the employees whose employment contract was terminated during the 2020 financial year due to resignation by the employee him/herself, unless the employee resigned to take up his or her statutory pension or early retirement.

This motion has been passed with 142,310,960 votes in favour, 75 votes against and 100 abstentions.

Giving discharge to the members of the supervisory board

4. The shareholders' meeting grants discharge to the members of the supervisory board for the performance of their mandate during the financial year ended on 31 December 2020.

This motion has been passed with 138,321,873 votes in favour, 1,978,137 votes against and 2,011,125 abstentions.

Giving discharge to the statutory auditor

5. The shareholders' meeting grants discharge to the statutory auditor for the performance of his mandate during the financial year ended on 31 December 2020.

This motion has been passed with 138,766,517 votes in favour, 1,705,960 votes against and 1,838,658 abstentions.

Composition of the supervisory board and approval of remuneration

6. The shareholders' meeting re-elects Mr Thomas Leysen as member of the supervisory board for a period of three years expiring at the end of the 2024 ordinary shareholders' meeting.

This motion has been passed with 120,212,566 votes in favour, 19,717,783 votes against and 2,380,786 abstentions.

7. The shareholders' meeting re-elects Mr Koenraad Debackere as independent member of the supervisory board for a period of three years expiring at the end of the 2024 ordinary shareholders' meeting. The criteria used to assess her independence are those set forth in article 3.5 of the 2020 Belgian Code on corporate governance.

This motion has been passed with 136,218,304 votes in favour, 5,889,409 votes against and 203,422 abstentions.

8. The shareholders' meeting re-elects Mark Garrett as independent member of the supervisory board for a period of three years expiring at the end of the 2024 ordinary shareholders' meeting. The criteria used to assess her independence are those set forth in article 3.5 of the 2020 Belgian Code on corporate governance.

This motion has been passed with 123,266,323 votes in favour, 18,840,818 votes against and 203,994 abstentions.

9. The shareholders' meeting re-elects Erik Meurice as independent member of the supervisory board for a period of three years expiring at the end of the 2024 ordinary shareholders' meeting. The criteria

used to assess her independence are those set forth in article 3.5 of the 2020 Belgian Code on corporate governance.

This motion has been passed with 123,607,535 votes in favour, 18,500,178 votes against and 203,422 abstentions.

10. The shareholders' meeting appoints Mrs Birgit Behrendt as new, independent member of the supervisory board. The criteria used to assess her independence are those set forth in article 3.5 of the 2020 Belgian Code on corporate governance.

This motion has been passed with 142,075,179 votes in favour, 31,962 votes against and 203,994 abstentions.

11. The shareholders' meeting decides to set the board members' remuneration for the 2021 financial year as follows, consisting of:

at the level of the supervisory board: (1) a fixed fee of EUR 60,000 for the chairperson and EUR 27,000 for each other member, (2) a fee per attended meeting of (a) EUR 5,000 for the chairperson, (b) EUR 2,500 for each other Belgium-based member and (c) EUR 3,500 (in case of physical attendance) or EUR 2,500 (in case of attendance by means of tele- or videoconference) for each foreign-based member, and (3) by way of additional fixed remuneration, a grant of 2,000 Umicore shares to the chairperson and 1,000 Umicore shares to each other member, 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 the audit committee: : (1) a fixed fee of EUR 10,000 for the chairperson of the committee and EUR 5,000 for each other member, and (2) a fee per attended meeting of (a) 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 in any event only if the chairperson is foreign-based) for the chairperson, and (b) EUR 3,000 for each other member (general rule) or EUR 4,000 (only in case of physical attendance and for audit committee meetings not combined with a supervisory board meeting) for each other foreign-based member;

at the level of the nomination and remuneration committee: a fee per attended meeting of (1) EUR 5,000 for the chairperson of the committee, and (2) EUR 3,000 for each other member (general rule) or EUR 4,000 (only in case of physical attendance and for committee meetings not combined with a supervisory board meeting) for each other foreign-based member.

This motion has been passed with 141,376,267 votes in favour, 693,719 votes against and 241,149 abstentions.

Election of a new statutory auditor and remuneration

12. The shareholders' meeting decides, on motion by the supervisory board, acting upon recommendation of the audit committee and upon nomination by the works' council, the shareholders' meeting resolves to appoint a new statutory auditor, EY Bedrijfsrevisoren BV / EY Réviseurs d'Entreprises SRL, with registered office at 1831 Diegem, De Kleetlaan 2, for a duration of three years, up to and including the ordinary shareholders' meeting of 2024. The statutory auditor shall be entrusted with the audit of the statutory and the consolidated annual accounts. For the information of the shareholders' meeting, it is specified that EY Bedrijfsrevisoren BV / EY Réviseurs d'Entreprises SRL has appointed Marnix Van Dooren & C° BV/SRL, represented by Mr Marnix Van Dooren, and Eef Naessens BV/SRL, represented by Mrs Eef Naessens, as its permanent representatives.

This motion has been passed with 141,005,987 votes in favour, 1,248,285 votes against and 56,863 abstentions.

13. The shareholders' meeting resolves to fix the annual remuneration of the statutory auditor for the financial years 2021 through 2023 at EUR 490,000. This amount will be indexed each year based on the evolution of the consumer price index (health index).

This motion has been passed with 140,656,382 votes in favour, 1,638,653 votes against and 16,100 abstentions.

SPECIAL GENERAL MEETING

Approval of change of control provisions

1. The general meeting approves, in accordance with article 7:151 of the Code of companies and associations, article 4.3.A(3) the finance contract dated 10 June 2020 between Umicore (as borrower) and the European Investment Bank (as lender), which entitles the latter to cancel the undisbursed portion of the credit and demand prepayment of the loan outstanding, together with accrued interest and all other amounts accrued and outstanding under the finance contract, in the event that a change-of-control event occurs or is likely to occur in respect of Umicore.

This motion has been passed with 130,440,004 votes in favour, 7,913,770 votes against and 3,957,361 abstentions.

2. The general meeting approves, in accordance with article 7:151 of the Code of companies and associations, clause 7.2 the revolving facility agreement dated 11 June 2020 between Umicore (as borrower) and J.P. Morgan AG (as lender), which exempts the lender from further funding (except for a rollover loan) and also, under certain conditions, entitles it to cancel the revolving facility and to declare all outstanding loans, together with accrued interest and all other amounts accrued, under the revolving credit facility immediately due and payable, in the event that any person or group of persons acting in concert gains control over Umicore.

This motion has been passed with 130,436,364 votes in favour, 7,913,770 votes against and 3,961,001 abstentions.

3. The general meeting approves, in accordance with article 7:151 of the Code of companies and associations, all clauses in the terms and conditions (the "**Conditions**") of the convertible bonds, issued by the company on 15 June 2020, maturing on 23 June 2025 (ISIN BE6322623669), which come into effect at the moment a change of control over Umicore occurs, including, but not limited to, Conditions 5(b)(x) and 6(d) and which provide that, if a change of control over the company occurs, the conversion price of the convertible bonds will be adjusted in proportion to the already elapsed time since the closing date (i.e. 23 June 2020) and the bondholders may request the early redemption of their convertible bonds at their principal amount, together with the accrued and unpaid interests.

This motion has been passed with 129,733,461 votes in favour, 8,620,313 votes against and 3,957,361 abstentions.