

UMICORE
Limited Liability Company
Registered Office: Broekstraat 31 rue du Marais - 1000 Brussels
VAT BE 0401.574.852 RLE Brussels

The shareholders and bondholders are invited to attend the extraordinary and special shareholders' meetings which will be held on Thursday 7 September 2017 at 10.00 a.m., at the registered office of Umicore, Broekstraat 31 rue du Marais, B-1000 Brussels.

The extraordinary shareholders' meeting will only validly deliberate if at least half of the capital is present or represented. If this condition is not met, a new extraordinary shareholders' meeting will be convened for Thursday 5 October 2017 at 10.00 a.m., also at the registered office of Umicore. This second extraordinary shareholders' meeting will validly deliberate irrespective of the number of shares present or represented.

The special shareholders' meeting will validly conduct business and deliberate on the items on its agenda irrespective of the number of shares present or represented.

In order to facilitate the keeping of the attendance lists, the shareholders and bondholders or their representatives are invited to register as of 9.00 a.m.

I. AGENDA

A. Extraordinary shareholders' meeting

1. Share split

Proposed resolution:

- Effective as from 16 October 2017, split of each share of the company into two new shares of the company, resulting in the capital of the company being represented, effective as from the same date, by 224,000,000 fully paid-up shares without nominal value, each representing 1/224,000,000 of the capital. Accordingly the shareholders' meeting resolves to replace the provisions of Article 5 of the bylaws ("*capital*") by the following text: "*The share capital amounts to five hundred million euros (EUR 500,000,000). It is represented by two hundred and twenty-four million (224,000,000) fully paid up shares without nominal value*". Furthermore and for the avoidance of doubt, as a result of this share split, the minimum and maximum prices per share under the authorisation to acquire own shares granted by the extraordinary general meeting of 25 April 2017 will be divided by two so that they will amount to EUR 2 and EUR 37.5 respectively, effective as from the same date as this share split.

2. Cancellation temporary provision on fractions of shares

Proposed resolution:

- Cancellation of Article 24 of the bylaws ("*temporary provisions*"), which still provides for temporary provisions for fractions of shares. The share split proposed under the previous agenda item will indeed result in the disappearance of any fractions of shares: the last existing fractions of shares, which have resulted from previous share regrouping operations, are half shares, which will become full shares following the proposed share split. As a result, Article 24 of the bylaws will no longer serve a purpose and can be deleted.

3. Change of the date of the ordinary (or annual) shareholders' meeting.

Proposed resolution:

- Replacing the text of the first paragraph of Article 16 of the articles of association (“*Convening general meetings of shareholders*”) by the following provisions:
“The general meeting of shareholders referred to as the ordinary or annual general meeting of shareholders, will be held each year on the last Thursday in April at 5.00 p.m. at the company’s registered office or at any other location in Belgium specified in the notice convening the meeting.”

B. Special shareholders’ meeting

Approval of change of control provisions.

Proposed resolutions:

- Approving, in accordance with Article 556 of the Companies Code, § 12 of the Schuldschein loan agreement dated 18 April 2017 between Umicore (as borrower) and several financial institutions (as lenders), which entitles each creditor to call its share of the loan in whole (but not in part) at the nominal amount including interest accrued if any in the event that any person or group of persons acting in concert gains control over Umicore;
- Approving, in accordance with Article 556 of the Companies Code, section 8.10 of the note purchase agreement (US private placement) dated 17 May 2017 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.

II. CONDITIONS FOR ADMISSION

In accordance with Article 536 §2 of the Companies Code, shareholders will only be admitted to the shareholders’ meetings and will subsequently only be entitled to vote at these meetings if the following **two requirements** are met:

- 1) Umicore must be able to determine, on the basis of the evidence submitted in accordance with the registration procedure described below, that they were holding **on Thursday 24 August 2017 at midnight** (Belgian time) (the “**Record Date**”) the number of shares for which they intend to participate in the shareholders’ meetings, **and**
- 2) these shareholders must confirm to Umicore by **Friday 1 September 2017** that they wish to participate in the shareholders’ meetings.

REGISTRATION

The registration procedure is as follows:

For holders of registered shares

The holders of **registered shares** must be registered in the **share register** of Umicore on the **Record Date** for the number of shares for which they want their shareholding to be established in view of the shareholders’ meetings.

For holders of dematerialised shares

Holders of **dematerialised shares** must be registered in the accounts of an authorized account holder or clearing institution on the **Record Date** for the number of shares for which they want their shareholding to be established in view of the shareholders' meetings.

Furthermore these shareholders must request their financial institution (authorized account holder or clearing institution) to:

- 1) deliver a **certificate** establishing the number of dematerialized shares they held on the Record Date with this financial institution and for which they wish to be registered in view of the shareholders' meetings, and
- 2) to **send** this certificate to one of the below financial institutions **at the latest on Friday 1 September 2017 at midnight** (Belgian time):
 - Banque Degroof Petercam / Bank Degroof Petercam
 - Belfius Banque/Belfius Bank
 - BNP Paribas Fortis
 - ING
 - KBC

CONFIRMATION OF PARTICIPATION

In addition to the above registration the shareholders must **confirm** their participation in the shareholders' meetings to Umicore by **Friday 1 September 2017 at midnight (Belgian time) at the latest**. Holders of dematerialised shares may also choose to instruct one of the financial institutions listed above to confirm to Umicore their intention to participate in the meetings simultaneously with the notification to Umicore of the confirmation of the holding of their shares.

Only persons who are shareholders of Umicore on the Record Date are entitled to participate in and vote at the shareholders' meetings.

III. DISTANCE-VOTING (POSTAL VOTING) – PROXY VOTING

The shareholders may submit a **postal vote** in accordance with Article 550 of the Companies Code and Article 19 of the articles of association. Postal votes must be cast on the form prepared by Umicore. This form can be obtained at the company's registered office, on the company website (www.umicore.com) or through the above-mentioned financial institutions. Signed original postal voting forms must reach Umicore by **Friday 1 September 2017 at the latest**.

The shareholders may also be **represented by a proxy holder**. Shareholders are invited to designate a proxy holder using the form prepared by Umicore. The appointment of a proxy holder by a shareholder is made in writing or by electronic means and must be signed by the shareholder, as the case may be with an electronic signature in accordance with the applicable legal requirements. **Proxy forms** can be obtained at the company's registered office, on the company website (www.umicore.com) or through the above-mentioned financial institutions. Signed proxies must reach Umicore by **Friday 1 September 2017 at the latest**.

Shareholders who wish to vote by post or to be represented must in any case comply with the above registration and confirmation procedure.

IV. RIGHT TO ADD ITEMS TO THE AGENDA AND TO FILE RESOLUTION PROPOSALS – RIGHT TO SUBMIT QUESTIONS

Pursuant to Article 533ter of the Companies Code shareholders who, alone or jointly, hold at least 3% of the share capital of Umicore, are entitled: 1) to add new items to the agenda of the shareholders' meetings, and 2) to file resolution proposals in relation to existing or new agenda items of these meetings.

Furthermore, pursuant to Article 540 of the Companies Code, all shareholders are entitled to submit written questions to the directors and the statutory auditor prior to the shareholders' meetings or to orally ask questions at the shareholders' meetings. Questions in writing must be submitted beforehand and will only be answered if the shareholder concerned has complied with the above registration and confirmation procedure.

More information concerning the above rights and their exercise modalities can be found in the "shareholder rights" section of the Umicore website (<http://www.umicore.com/en/governance/shareholder-rights/>).

The proposals to amend the agenda and the proposals for resolutions must reach Umicore at the latest on **Wednesday 16 August 2017 at midnight** (Belgian time). Umicore will publish a revised agenda by Wednesday 23 August 2017 at the latest if it has validly received within the above-mentioned period one or more requests to add new items or new proposed resolutions to the agenda. The questions in writing addressed to the directors/statutory auditor must reach Umicore at the latest on **Friday 1 September 2017 at midnight** (Belgian time).

V. RIGHTS OF BONDHOLDERS

In accordance with Article 537 of the Companies Code, the holders of bonds issued by Umicore may attend the shareholders' meetings in an advisory capacity. In order to do so they must comply with the same formalities for admission mentioned above as applicable to the shareholders.

The bondholders may be **represented by a proxy holder**. Bondholders who wish to appoint a proxy holder are invited to use the form prepared by Umicore. The appointment of a proxy holder shall be in writing or by electronic means and must be signed by the bondholder, as the case may be with an electronic signature in accordance with the applicable legal requirements. **Proxy forms** can be obtained at Umicore's registered office, on the Umicore website (www.umicore.com) or through the above-mentioned financial institutions. Signed proxies must reach Umicore by **Friday 1 September 2017 at the latest**.

VI. AVAILABILITY OF DOCUMENTS

All documents relating to the shareholders' meetings which the law requires to make available to shareholders will be accessible on Umicore's website (www.umicore.com) as from 4 August 2017.

As from the same date, the shareholders and bondholders may inspect such documents on business days and during normal office hours, at the registered office of Umicore, and/or obtain at no cost copies of the same. Requests at no cost for copies may also be addressed in writing or by electronic means.

VII. COMMUNICATIONS TO THE COMPANY

All notifications, confirmations, proposals or requests referred to in the present notice must be addressed to:

UMICORE
Attn. Mr Baudouin Caeymaex
Broekstraat 31 rue du Marais
B-1000 Brussels

Fax: +32 (0)2 227 79 13
E-mail: legalcorp@umicore.com

The board of directors

P.S.

Shareholders can park their cars free of charge in the Q-Park parking Centre (Inno), Dambordstraat 26 rue du Damier, B-1000 Brussels, if their parking lot ticket is stamped at the reception desk of Umicore.