



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

### VOTE BY CORRESPONDENCE

Extraordinary and special shareholders' meetings to be held on  
**Thursday 7 September 2017** at 10.00 a.m.  
at the registered office Broekstraat 31 rue du Marais, 1000 Brussels

Original voting form to be returned by **Friday 1 September 2017** at the latest to  
UMICORE  
Mr B. Caeymaex  
Broekstraat 31 rue du Marais  
B-1000 Brussels (Belgium)

The undersigned <sup>(1)</sup>,

Owner of

«Shares» <sup>(2)</sup>  
(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 :

#### A. EXTRAORDINARY GENERAL MEETING

##### AGENDA AND VOTING INSTRUCTIONS

#### **Share split**

*First resolution*

#### 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

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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.

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YES

NO

ABSTAIN

**Cancellation temporary provision on fractions of shares**

*Second resolution*

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.

YES

NO

ABSTAIN

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

*Third resolution*

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.*"

YES

NO

ABSTAIN

**B. SPECIAL GENERAL MEETING**

**AGENDA AND VOTING INSTRUCTIONS**

**Approval of change of control provisions**

*First resolution*

Proposed resolution:

- 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.

YES

NO

ABSTAIN

*Second resolution*

Proposed resolution:

- Approving, in accordance with Article 556 of the Companies Code, § 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.

YES

NO

ABSTAIN

Done at ....., on ..... 2017

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.**

- <sup>1</sup> 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.
- <sup>2</sup> Umicore will calculate the corresponding number of votes.