

**RESOLUTIONS TAKEN BY THE
ORDINARY AND EXTRAORDINARY GENERAL MEETINGS
OF SHAREHOLDERS HELD ON 30 APRIL 2013**

ORDINARY SHAREHOLDERS' MEETING

Approval of the remuneration report

1. The general meeting approves the remuneration report for the financial year ended on 31 December 2012.

This motion has been passed with 96.965.936 votes in favour, 15.024.434 votes against and 1.258.308 abstentions.

Approval of the 2012 statutory annual accounts and the appropriation of the result

2. The general meeting approves the statutory annual accounts for the financial year ended on 31 December 2012 showing a profit for the financial year in the amount of EUR 146,722,777.46.

Taking into account:

(1) the profit of the 2012 financial year:	EUR 146,722,777.46
(2) the profit carried forward from the previous financial year:	EUR 453,945,074.73
(3) the allocations to and releases from the unavailable reserve related to the 2012 movements in the own shares:	EUR 26,881,454.99
(4) the interim dividend paid out in September 2012:	<u>EUR -55,883,693.50</u>
the result to be appropriated stands at	EUR 571,665,613.68.

In view of the decision taken by the board of directors to cancel the dividend entitlements on the company's own shares held today by the company, the general meeting approves the proposed appropriation of the result including the payment of a gross dividend of EUR 1.00 per share. Taking into account the gross interim dividend of EUR 0.50 per share paid in September 2012, a balance gross amount of EUR 0.50 per share will be paid as from Wednesday 8 May 2013.

The general meeting approves to appropriate this result as follows:

- payment of the balance gross dividend per share of EUR 0.50, i.e. :
EUR 0.50 x 111,755,694(*) (**)
 - remainder to be carried forward, i.e.
- | |
|--------------------|
| EUR 55,877,847.00 |
| EUR 515,787,766.68 |

(*) 120.000.000 new shares representing the capital less 8,244,306 own 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 Tuesday 30 April 2013 (i.e. the date of the ordinary shareholders' meeting) and Thursday 2 May 2013 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2012). The own shares are not entitled to a dividend.

This motion has been passed with 112.997.254 votes in favour, 0 votes against and 251.424 abstentions.

Giving discharge to the directors and auditor

3. The general meeting grants full discharge from liability to the directors for the performance of their mandate during the financial year 2012.

This motion has been passed with 110.045.164 votes in favour, 1.587.206 votes against and 1.616.308 abstentions.

4. The general meeting grants full discharge from liability to the statutory auditor for the performance of its mandate during the financial year 2012.

This motion has been passed with 110.114.824 votes in favour, 1.517.546 votes against and 1.616.308 abstentions.

Composition of the board of directors and approval of remuneration

5. The general meeting re-appoints Mrs Isabelle Bouillot as director for a period of three years expiring at the 2016 ordinary general meeting.

This motion has been passed with 108.816.820 votes in favour, 3.033.900 votes against and 1.397.958 abstentions.

6. The general meeting re-appoints Mr Shohei Naito as independent director for a period of one year expiring at the end of the 2014 ordinary shareholders' meeting.

This motion has been passed with 110.716.468 votes in favour, 2.278.786 votes against and 253.424 abstentions.

7. The general meeting appoints Mr Frans van Daele as independent director for a period of three years expiring at the end of the 2016 ordinary shareholders' meeting.

This motion has been passed with 110.716.408 votes in favour, 2.278.786 votes against and 253.484 abstentions.

8. The general meeting appoints Mrs Barbara Kux as independent director with effective date 1 January 2014 for a period expiring at the end of the 2017 ordinary shareholders' meeting.

This motion has been passed with 110.580.924 votes in favour, 2.342.506 votes against and 325.248 abstentions.

9. Under the terms of Article 10 of the articles of association, the general meeting decides to set the board members' remuneration for the 2013 financial year as follows, consisting of:

- at the level of the board of directors: (1) a fixed fee of EUR 40,000 for the chairman and EUR 20,000 for each non-executive director; (2) a fee per attended meeting of EUR 5,000 for the chairman and EUR 2,500 for each non-executive director, and (3) by way of additional fixed remuneration, a grant of 300 Umicore shares to the chairman and each non-executive director ;
- at the level of the audit committee: (1) a fixed fee of EUR 10,000 for the chairman of the committee and EUR 5,000 for each other member, and (2) a fee per attended meeting of EUR 5,000 for the chairman and EUR 3,000 for each other member ;
- at the level of the nomination & remuneration committee: a fee per attended meeting of EUR 5,000 for the chairman of the committee and EUR 3,000 for each other member.

This motion has been passed with 110.888.738 votes in favour, 2.107.516 votes against and 252.424 abstentions.

EXTRAORDINARY SHAREHOLDERS' MEETING

Renewal of the authorisation to acquire own shares

1. The general meeting authorises the company to acquire own shares in the company on a regulated market, from 30 April 2013 until 30 June 2015 (included), within a limit of 10% of the subscribed capital, at a price per share comprised between four euros (EUR 4.00) and seventy-five euros (EUR 75.00).

The general meeting authorises the company's direct subsidiaries to acquire shares in the company on a regulated market within the same limits as indicated above.

This motion has been passed with 112.178.336 votes in favour, 818.918 votes against and 251.424 abstentions.