

**RESOLUTIONS TAKEN BY THE ORDINARY AND SPECIAL GENERAL  
MEETINGS  
OF SHAREHOLDERS HELD ON 25 APRIL 2024**

**ORDINARY GENERAL MEETING**

**Approval of the remuneration report**

1. The shareholders' meeting approves the remuneration report for the financial year ended on 31 December 2023.

*This motion has been passed with 131.928.483 votes in favour, 11672493 votes against and 1.012 abstentions.*

**Approval of the 2023 statutory annual accounts and the appropriation of the result**

2. The shareholders' meeting approves the statutory annual accounts for the financial year ended on 31 December 2023 showing a profit for the financial year in the amount of EUR 268,439,268.34.

- Taking into account:

|  |                           |
|--|---------------------------|
| (1) the profit of the 2023 financial year:   | EUR 268,439,268.34        |
| (2) the profit carried forward from the previous financial year:   | EUR 570,200,959.31        |
| (3) the allocations to and releases from the unavailable reserve related to the movements in the own shares in 2023: | EUR 63,384,216.42         |
| (4) the interim dividend paid out in August 2023:  | <u>EUR -60,100,604.25</u> |
| the result to be appropriated stands at  | EUR 841,923,839.82        |

- 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 2023, a balance gross amount of EUR 0.55 per share (\*) will be paid on Thursday 2 May 2024.

*(\*) 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 2024 (i.e. the date of the ordinary shareholders' meeting) and Friday 26 April 2024 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 2023). The own shares are not entitled to a dividend.*

*This motion has been passed with 143587096 votes in favour, 293 votes against and 14599 abstentions.*

**Giving discharge to the directors and auditor**

3. 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 2023.

*This motion has been passed with 143.103.887 votes in favour, 474.488 votes against and 23.613 abstentions.*

4. The shareholders' meeting grants discharge to the statutory auditor for the performance of his mandate during the financial year ended on 31 December 2023.

*This motion has been passed with 143.080.347 votes in favour, 497.968 votes against and 23.673 abstentions.*

**Composition of the board of directors and approval of remuneration**

5. The shareholders' meeting re-elects Mr Thomas Leysen as member of the supervisory board for an additional term of three years, expiring at the end of the annual shareholders' meeting of 2027.

*This motion has been passed with 114.658.308 votes in favour, 28.942.642 votes against and 1.038 abstentions.*

6. The shareholders' meeting re-elects Mr Koenraad Debackere as member of the supervisory board for an additional term of three years, expiring at the end of the annual shareholders' meeting of 2027.

*This motion has been passed with 138608515 votes in favour, 4992435 votes against and 1038 abstentions.*

7. The shareholders' meeting re-elects Mr Mark Garrett as member of the supervisory board for an additional term of one year, expiring at the end of the annual shareholders' meeting of 2025.

*This motion has been passed with 138609515 votes in favour, 4991435 votes against and 1038 abstentions.*

8. The shareholders' meeting re-elects Mrs Birgit Behrendt as member of the supervisory board for an additional term of three years, expiring at the end of the annual shareholders' meeting of 2027.

*This motion has been passed with 143359363 votes in favour, 240633 votes against and 1992 abstentions.*

9. The shareholders' meeting elects Mr Frédéric Oudéa as new member of the supervisory board for a period of three years, expiring at the end of the 2027 ordinary general meeting.

*This motion has been passed with 140164176 votes in favour, 3421774 votes against and 16038 abstentions.*

10. The shareholders' meeting elects Mr Philip Eykerman as new member of the supervisory board with effective date 1 November 2024 for a period expiring at the end of the 2027 ordinary general meeting..

*This motion has been passed with 143311474 votes in favour, 288476 votes against and 2038 abstentions.*

11. The shareholders' meeting approves the supervisory board members' remuneration proposed for the financial year 2024 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 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 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).

*This motion has been passed with 142606519 votes in favour, 671354 votes against and 324115 abstentions.*

12. The shareholders' meeting approves the re-election of the statutory auditor and remuneration:

- 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 renew the mandate of the statutory auditor, EY Bedrijfsrevisoren BV / EY Réviseurs d'Entreprises SRL, with registered office at 1831 Diegem, Kouterveldstraat 7b, for a duration of three years, up to and including the ordinary shareholders' meeting of 2027. The statutory auditor will be represented by Mr Marnix Van Dooren and Mrs Eef Naessens, and is entrusted with the audit of the statutory and the consolidated annual accounts. The annual remuneration of the statutory auditor for the financial years 2024 through 2026 is fixed at EUR 581,000 (exclusive of VAT). This amount will be indexed each year based on the evolution of the consumer price index (health index).

*This motion has been passed with 143562572 votes in favour, 37493 votes against and 1923 abstentions.*

- The statutory auditor is also charged with the assignment regarding the assurance of sustainability information in relation to the financial year 2024 (of for any longer duration which the Belgian law transposing the CSRD, as below defined, may require, if applicable). This assignment is imposed by the EU Directive 2022/2464 of 14 December 2022 of the European Parliament and the European Council as regards corporate sustainability reporting (the "**Corporate Social Responsibility Directive**" or "**CSRD**"), which should be transposed into Belgian law before 6 July 2024. The sustainability information referred to above also contains the information required by article 8 of the European Regulation (EU) 2020/852 on the establishment of a framework to facilitate sustainable investment (the "**EU Taxonomy**"). The assignment granted to the statutory auditor by this paragraph shall be considered to be the legal assignment under the Belgian law transposing the CSRD, once it has been adopted. The remuneration of the statutory auditor for that assignment shall be agreed between the Company and the statutory auditor in accordance with the Belgian law transposing the CSRD.

*This motion has been passed with 143600288 votes in favour, 553 votes against and 1147 abstentions.*

## SPECIAL GENERAL MEETING

### Approval of change of control provisions

#### Sole resolution

In accordance with article 7:151 of the BCCA, the shareholders' meeting approves:

- clause 10.1 n) of the conditional grant agreement (the "**Grant Agreement**") with effective date 23 August 2023 between the Company (as guarantor), Umicore Rechargeable Battery Materials Canada Inc. (as recipient) and the province of Ontario (Canada) (as grantor – "**Ontario**"), which 1) entitles Ontario a) to immediately terminate the Grant Agreement, b) to be relieved from of all obligations to make disbursements under the Grant Agreement, c) to retain the performance payment and any unpaid carry forward amount under the Grant Agreement, and d) to avail itself of any available remedies permitted by law, or exercise any right or recourse and/or proceed against the recipient, and 2) will cause the total clawback amount (as defined in the Grant Agreement) to become immediately due and payable to Ontario, in the event that a person (or two or more persons acting jointly or in concert) acquires shares in the capital of the Company, resulting in such person(s) having direct or indirect beneficial ownership of 30% or more of the outstanding shares of voting shares in the capital of the Company;

*This motion has been passed with 142938752 votes in favour, 132589 votes against and 530647 abstentions*

- clause 9.2 of the sustainability-linked revolving facility agreement dated 15 December 2023 between Umicore (as borrower) and several financial institutions (as lenders), which exempts the lenders from further funding (except under rollover loans) and also, under certain conditions, entitles them to cancel their commitment under said agreement, causing their participation in all amounts (outstanding loans, accrued interests and any other amounts) to be immediately due and payable, in the event that any person or group of persons acting in concert gain(s) control over Umicore;

*This motion has been passed with 142939778 votes in favour, 131394 votes against and 530647530816 abstentions*

- article 4.3.A(3) of the finance contract dated 7 February 2024 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 142943563 votes in favour, 127739 votes against and 530686 abstentions.*