

**RESOLUTIONS TAKEN BY THE ORDINARY, SPECIAL AND
EXTRAORDINARY GENERAL MEETINGS
OF SHAREHOLDERS HELD ON 26 APRIL 2016**

ORDINARY GENERAL MEETING

Approval of the remuneration report

1. The general meeting approves the remuneration report for the financial year ended on 31 December 2015.

This motion has been passed with 125,461,674 votes in favour, 6,597,598 votes against and 303,700 abstentions.

Approval of the 2015 statutory annual accounts and the appropriation of the result

2. The general meeting approves the statutory annual accounts for the year ending 31 December 2015, showing a profit for the financial year in the amount of EUR 135,456,020.49.

Taking into account:

- the profit of the 2015 financial year:	EUR 135,456,020.49
- the profit carried forward from the previous financial year:	EUR 375,608,855.58
- the allocations to and releases from the unavailable reserve related to the 2015 movements in the own shares	EUR - 8,481,541.36
- the interim dividend paid out in September 2015:	<u>EUR - 54,250,733.00</u>
the result to be appropriated stands at:	EUR 448,332,601.71

The general meeting approves the appropriation of the result as proposed by the board of directors, including the distribution of a gross dividend of EUR 1.20 per share. Taking into account the interim dividend of EUR 0.50 (gross) per share paid out in September 2015, a balance amount of EUR 0.70 (gross) per share will be paid on Monday 2 May 2016.

This results in the following profit appropriation:

- payment of a gross dividend balance per share of EUR 0.70, i.e.:	
EUR 0.70 x 108,927,541 (*) (**)	EUR 76,249,278.70
- remainder to be carried forward, i.e.	EUR 372,083,323.01

(*) 112,000,000 shares representing the capital less 3,072,459 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 26 April 2016 (i.e. the date of the ordinary shareholders' meeting) and Wednesday 27 April 2016 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to financial year 2015).

The dividend will be payable on Monday 2 May 2016.

This motion has been passed with 131,430,154 votes in favour, 932,818 votes against and 0 abstentions.

Giving discharge to the directors and auditor

3. The general meeting grants discharge to the directors for the performance of their mandate during the 2015 financial year.

This motion has been passed with 130,462,148 votes in favour, 1,840,564 votes against and 60,260 abstentions.

4. The general meeting grants discharge to the statutory auditor for the performance of his mandate during the 2015 financial year.

This motion has been passed with 130,464,148 votes in favour, 1,840,564 votes against and 58,260 abstentions.

Composition of the board of directors and approval of remuneration

5. The general meeting appoints Mrs Françoise Chombar as independent director for a period of three years expiring at the end of the 2019 ordinary shareholders' meeting.

This motion has been passed with 132,173,846 votes in favour, 189,126 votes against and 0 abstentions.

6. The general meeting appoints Mr Colin Hall as director for a period of three years expiring at the end of the 2019 ordinary shareholders' meeting.

This motion has been passed with 127,886,186 votes in favour, 3,614,162 votes against and 862,624 abstentions.

7. Under the terms of Article 10 of the articles of association, the general meeting decides to set the board members' remuneration for the 2016 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, EUR 2,500 for each Belgium-based non-executive director and EUR 3,500 for each foreign-based non-executive director, and (3) by way of additional fixed remuneration, a grant of 1,000 Umicore shares to the chairman and 500 Umicore shares to 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 of the committee and EUR 3,000 for each other member;
- at the level of the nomination and 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 131,224,314 votes in favour, 1,136,108 votes against and 2,550 abstentions.

SPECIAL GENERAL MEETING

Approval of change of control provisions

1. The general meeting approves, in accordance with Article 556 of the Companies Code, clause 7.2 of the revolving facility agreement dated 30 October 2015 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 126,503,126 votes in favour, 5,136,256 votes against and 723,590 abstentions.

EXTRAORDINARY GENERAL MEETING

Renewal of the powers granted to the board of directors in the framework of the authorised capital

1. The general meeting resolves to cancel the existing authorization as granted to the board of directors on 26 April 2011. It resolves to grant a new authorization to the board of directors to increase the capital of the company in one or more times by a maximum amount of EUR 50,000,000 for a duration of five years. Accordingly the shareholders' meeting resolves to replace the provisions of Article 6 of the articles of association ("Authorized Capital") by the following text:

"In accordance with the terms of a resolution adopted at the extraordinary general meeting held on 26 April 2016, the board of directors is authorized, for a period of five years starting on the date the aforementioned decision is published in the Riders to the Belgian Official Gazette, to increase the share capital by a maximum amount of EUR 50,000,000 (fifty million euros) according to the terms and conditions it shall define.

The board may effect this increase in one or more times, either by contributions in cash or, subject to legal restrictions, contributions in kind, as well as by incorporation of reserves, whether available or unavailable for distribution, or of share premiums, with or without issuing new stock. These increases may give rise to the issuance of shares with voting rights, of convertible bonds, as well as of subscription rights or other securities, whether or not attached to other stock of the company, or attached to stock issued by another company. The board may freely determine whether the new shares shall be issued in registered or dematerialised form.

On this occasion, the board may, in the best interests of the company and in accordance with legal provisions, limit or cancel the preferential subscription rights of shareholders, in favour of one or more designated persons who, as the case may be, are not employed by the company or its subsidiaries.

If the capital increase includes a share premium, the amount of this premium shall be allocated to an unavailable "share premium" reserve, from which it may not be withdrawn in whole or part except to be incorporated into the capital by a decision of the board of directors using, should the case arise, the authorization conferred upon it by this Article, or to be reduced or cancelled by a decision of the general meeting of shareholders in accordance with Article 612 of the Companies Code."

This motion has been passed with 129,847,672 votes in favour, 2,515,300 votes against and 0 abstentions.

Cancellation of the VVPR-strips

2. Considering all rights attached to the VVPR-strips have ceased to exist following changes in the Belgian tax legislation, the general meeting resolves to formally cancel the 26,694,065 VVPR-strips the company has issued in the past.

This motion has been passed with 132,362,972 votes in favour, 0 votes against and 0 abstentions.