

**RESOLUTIONS TAKEN BY THE ORDINARY AND EXTRAORDINARY
GENERAL MEETINGS
OF SHAREHOLDERS HELD ON 25 APRIL 2017**

ORDINARY GENERAL MEETING

Approval of the remuneration report

1. The shareholders' meeting approves the remuneration report for the financial year ended on 31 December 2016.

This motion has been passed with 114,201,434 votes in favour, 21,780,580 votes against and 1,195,448 abstentions.

Approval of the 2016 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 2016 showing a profit for the financial year in the amount of EUR 148,536,849.29.

Taking into account:

(1) the profit of the 2016 financial year:	EUR 148,536,849.29
(2) the profit carried forward from the previous financial year:	EUR 372,083,323.01
(3) the allocations to and releases from the unavailable reserve related to the 2016 movements in the own shares:	EUR 40,296,406.50
(4) the interim dividend paid out in August 2016:	<u>EUR - 65,519,535.00</u>
the result to be appropriated stands at	EUR 495,397,043.80

The shareholders' meeting approves the proposed appropriation of the result including the payment of a gross dividend of EUR 1.30 per share. Taking into account the gross interim dividend of EUR 0.60 per share paid in August 2016, a balance gross amount of EUR 0.70 per share will be paid on Tuesday 2 May 2017.

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 109,276,400 (*) (**)
 - remainder to be carried forward, i.e.
- | |
|--------------------|
| EUR 76,493,480.00 |
| EUR 418,903,563.80 |

(*) 112,000,000 shares representing the capital less 2,723,600 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 25 April 2017 (i.e. the date of the ordinary shareholders' meeting) and Wednesday 26 April 2017 at Euronext Brussels closing time (i.e. the date entitling the holder of Umicore shares to the dividend (balance) relating to the financial year 2016). The own shares are not entitled to a dividend.

This motion has been passed with 134,956,250 votes in favour, 2,221,212 votes against and 0 abstentions.

Giving discharge to the directors and auditor

3. The shareholders' meeting grants discharge to the directors for the performance of their mandate during the 2016 financial year.

This motion has been passed with 132,762,260 votes in favour, 4,280,138 votes against and 135,064 abstentions.

4. The shareholders' meeting grants discharge to the statutory auditor for the performance of his mandate during the 2016 financial year.

This motion has been passed with 132,574,400 votes in favour, 4,467,998 votes against and 135,064 abstentions.

Composition of the board of directors and approval of remuneration

5. The shareholders' meeting re-appoints Mrs Ines Kolmsee as independent director for a period of three years expiring at the end of the 2020 ordinary shareholders' meeting.

This motion has been passed with 134,757,996 votes in favour, 2,419,466 votes against and 0 abstentions.

6. The shareholders' meeting appoints Mrs Liat Ben-Zur as independent director for a period of three years expiring at the end of the 2020 ordinary shareholders' meeting.

This motion has been passed with 136,875,288 votes in favour, 300,174 votes against and 2,000 abstentions.

7. The shareholders' meeting appoints Mr Gérard Lamarche as director for a period of three years expiring at the end of the 2020 ordinary shareholders' meeting.

This motion has been passed with 113,756,664 votes in favour, 23,264,358 votes against and 156,440 abstentions.

8. Pursuant to Article 10 of the Articles of Association, the shareholders' meeting decides to set the board members' remuneration for the 2017 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 27,000 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 134,402,562 votes in favour, 2,743,460 votes against and 31,440 abstentions.

Re-election of the statutory auditor

9. Upon recommendation of the audit committee and upon nomination by the works' council, the shareholders' meeting resolves to renew the mandate of PricewaterhouseCoopers Bedrijfsrevisoren/Reviseurs d'Entreprises BCVBA/SCCRL, with registered office at 1932 Sint-Stevens-Woluwe, Woluwe Garden, Woluwedal 18, which expires today, for a duration of three years, up to and including the ordinary shareholders' meeting of 2020.

The statutory auditor will be represented by Mr Kurt Cappoen and is entrusted with the audit of the statutory and the consolidated annual accounts.

This motion has been passed with 130,209,294 votes in favour, 6,845,150 votes against and 123,018 abstentions.

Remuneration of the statutory auditor

10. The shareholders' meeting decides to fix the remuneration of the statutory auditor for the financial years 2017 through 2019 at EUR 449,463 each year. This amount will be indexed each year on the basis of the evolution of the consumer price index (health index).

This motion has been passed with 131,911,250 votes in favour, 5,262,572 votes against and 3,640 abstentions.

EXTRAORDINARY GENERAL MEETING

Renewal of authorization to acquire own shares

1. The shareholders' meeting decides to renew the authorization to acquire own shares.

More specifically, the shareholders meeting

- authorizes the company to acquire own shares in the company on a regulated market, until 31 May 2021 (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);
- authorizes 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 135,108,166 votes in favour, 1,976,092 votes against and 93,204 abstentions.