

VOTE BY CORRESPONDENCE

Ordinary and extraordinary shareholders' meeting to be held on
Tuesday 25 April 2017 at 5.00 p.m.
at the registered office Broekstraat 31 rue du Marais, 1000 Brussels

Original voting form to be returned by **Wednesday 19 April 2017** at the latest to
UMICORE
Mr B. Caeymaex
Broekstraat 31 rue du Marais
B-1000 Brussels (Belgium)

The undersigned ⁽¹⁾,

Owner of

«**Shares**» ⁽²⁾
(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. ORDINARY GENERAL MEETING**AGENDA AND VOTING INSTRUCTIONS****Item 2*****Approval of the remuneration report***

First resolution

Proposed resolution:

- Approving the remuneration report for the financial year ended on 31 December 2016.

YES NO ABSTAIN

Item 3

Approval of the statutory annual accounts of the company for the financial year ended on 31 December 2016 including the proposed allocation of the result

Second resolution

Proposed resolution:

- Approving 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
- Approving 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.

() 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 financial year 2016). The own shares are not entitled to a dividend.*

YES

NO

ABSTAIN

Item 5

Discharge to the directors

Third resolution

Proposed resolution:

- Granting discharge to the directors for the performance of their mandate during the 2016 financial year.

YES

NO

ABSTAIN

Item 6

Discharge to the statutory auditor

Fourth resolution

Proposed resolution:

- Granting discharge to the statutory auditor for the performance of his mandate during the 2016 financial year.

YES

NO

ABSTAIN

Item 7

Board composition and remuneration

Fifth resolution

Proposed resolution:

- Re-electing Mrs Ines Kolmsee as independent director for a period of three years expiring at the end of the 2020 ordinary shareholders' meeting.

YES

NO

ABSTAIN

Sixth resolution

Proposed resolution:

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

YES

NO

ABSTAIN

Seventh resolution

Proposed resolution:

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

YES

NO

ABSTAIN

Eighth resolution

Proposed resolution:

- Approving the board members' remuneration proposed for the financial year 2017 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.

YES

NO

ABSTAIN

Item 8

Re-election of the statutory auditor and remuneration

Ninth resolution

Proposed resolution:

- On motion by the board of directors, 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, PricewaterhouseCoopers 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.

YES

NO

ABSTAIN

Tenth resolution

Proposed resolution:

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

YES

NO

ABSTAIN

B. EXTRAORDINARY GENERAL MEETING

AGENDA AND VOTING INSTRUCTIONS

Item 1

Renewal of the authorization to acquire own shares

Sole resolution

Proposed resolution:

- Authorising 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);
- Authorising the company's direct subsidiaries to acquire shares in the company on a regulated market within the same limits as indicated above.

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.

- 1 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.
- 2 Umicore will calculate the corresponding number of votes.