



LIMITED LIABILITY COMPANY
Registered Office: rue du Marais 31 Broekstraat - 1000 Brussels
VAT BE 0401.574.852 RLE Brussels

PROXY 1

The undersigned:

Name:
First name:
Domicile:

or

Company name:
Company form:
Registered office:

Represented by (name/first name/capacity):

Owner of [] shares of UMICORE NV/SA, with registered office at Broekstraat 31 rue du Marais, B-1000 Brussels

hereby appoints as special proxy holder2, with right of substitution:

Mr/Mrs 3

whom he/she authorises:

I. to represent him/her/it at the ordinary, special and extraordinary general meetings to be held on Thursday 31 May 2012, at 5.00 p.m. at the registered office, Broekstraat 31 rue du Marais, B-1000 Brussels, for the purpose of deliberating and voting on the sole item of the following agenda:

AGENDA AND VOTING INSTRUCTIONS

A. Extraordinary shareholders' meeting

Item 1

Motion to renew the authorisation to acquire own shares.

First resolution

Proposed resolution:

- Authorising the company to acquire own shares in the company on a regulated market, from 31 May 2012 until 30 November 2013 (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.

Voting instructions : YES NO ABSTAIN (Please delete as appropriate)

II. in general, to do all that appears necessary to execute this proxy, with a promise of ratification.

The proxy holder will vote or abstain on behalf of the undersigned in accordance with the voting instructions given above.

If no voting instructions are given in respect of any of the above proposed resolutions or if, for whatever reason, there is insufficient clarity with regard to the instructions given, the proxy holder will always, in relation to the resolution(s) concerned, vote IN FAVOUR OF the proposed resolution(s).

Done at, on2012

Signature

IMPORTANT NOTICES:

In order to be valid, this proxy form, together with any power of attorney or other authority under which it is signed, must be lodged with UMICORE NV/SA (attn. Mr B. Caeymaex, Umicore NV/SA, Broekstraat 31, 1000 Brussels, fax +32 (0)2 227 79 13 – legalcorp@umicore.com) at the latest by Friday 25 May 2012.

The shareholder who wishes to be represented by proxy must comply with the admission formalities of prior registration and confirmation as described in the convening notice published by UMICORE NV/SA.

Shareholders are invited not to give a proxy to the persons mentioned in footnote 3.

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- ¹ This proxy does not constitute a proxy solicitation as meant under Articles 548 and 549 of the Companies Code.
 - ² The proxy holder need not be a shareholder but must attend the shareholders' meetings in person to represent the shareholder.
 - ³ In case you appoint one of the following persons as a proxy holder: (i) the company itself, an entity controlled by it, a shareholder controlling the company or any other entity controlled by such shareholder; (ii) a member of the board of directors, of the corporate bodies of the company, of a shareholder controlling the company or of any other controlling entity referred to under (i); (iii) an employee or a (statutory) auditor of the company, of the shareholder controlling the company or of any other controlling entity referred to under (i); (iv) a person who has a parental tie with a natural person referred to under (i) to (iii) or who is the spouse or the legal cohabitant of such person or of a relative of such person; special rules in relation to conflicts of interest will apply. Proxy forms returned to the company without indicating to whom they are addressed will be considered as addressed to the board of directors, thereby also creating a potential conflict of interests. More information concerning the rules governing conflicts of interests between shareholders and their proxy holders can be found in the "Shareholder rights" section of the Umicore website www.umicore.com