

**RESOLUTIONS TAKEN BY THE
SPECIAL AND EXTRAORDINARY GENERAL MEETINGS
OF SHAREHOLDERS HELD ON 26 SEPTEMBER 2014**

SPECIAL SHAREHOLDERS' MEETING

1. Approval of a change of control provision.

The general meeting approves, in accordance with Article 556 of the Companies Code, clause 10 of the facility agreement dated 5 May 2014 between Umicore (as borrower) and Natixis (as lender). This clause entitles the lender to demand immediate repayment of all outstanding amounts and to make a written demand to require the borrower to provide the lender with full cash cover in immediately available funds in the applicable currency for each outstanding invoice, in the event of a change of control in Umicore.

This motion has been passed with 104.321.206 votes in favour, 12.826.146 votes against and 168.234 abstentions.

EXTRAORDINARY SHAREHOLDERS' MEETING

1. Cancellation of own ("treasury") shares – amendment of the articles of association.

The general meeting decides:

- To cancel eight million (8,000,000) own shares acquired by the company in accordance with Article 620 §1 of the Companies Code, without reduction of the share capital or the issuance premium entry. The cancellation will result in the proportional cancellation of the reserve non-available for distribution created for the acquisition of the own shares in accordance with Article 623 of the Companies Code.
- To replace Article 5 of the articles of association by the following provisions: *"The share capital amounts to five hundred million euros (EUR 500,000,000). It is represented by one hundred and twelve million (112,000,000) fully paid up shares without nominal value."*

This motion has been passed with 117.015.466 votes in favour, 229.556 votes against and 70.564 abstentions.

2. Amendment of Article 8 of the articles of association.

The general meeting decides, pursuant to the Royal Decree of 3 March 2011 on the evolution of the supervisory architecture for the financial sector, to replace all references to the *"Belgian Banking, Finance and Insurance Commission"* by references to the *"Financial Services and Markets Authority (FSMA)"* in Article 8 of the articles of association.

This motion has been passed with 117.245.022 votes in favour, 0 votes against and 70.564 abstentions.

3. Renewal of the authorisation to acquire own shares.

The general meeting decides:

- To authorise the company to acquire own shares in the company on a regulated market, until 31 May 2017 (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).
- To authorise 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 114.552.444 votes in favour, 2.692.478 votes against and 70.664 abstentions.