



SOLVAY

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2019 **Annual Shareholders'**
Meeting Documentation



**In order to be admitted to the general meeting on 14 May 2019,
SOLVAY SA must be in possession of this notice of attendance
by wednesday 8 May 2019 at the latest**

This document has been translated for information purposes only. Whilst every effort has been made to ensure that the English version is a faithful and accurate translation of the French/Dutch text, only the latter is a legally valid document.

NOTICE OF ATTENDANCE

I, the undersigned

Owner of the above-described shares in SOLVAY SA on the record date, advise the said company of my intention to attend the Ordinary General Meeting that will be held on Tuesday 14 May 2019 at 10:30 am., at Square Brussels Meeting Center, Mont des Arts, 1000 Brussels, with all shares registered at the record date on Tuesday 30 April 2019 at midnight.

Signed at _____, on the _____ 2019.

Signature(s)

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ORDINARY GENERAL SHAREHOLDERS' MEETING
Square Brussels Meeting Center, Mont des Arts 1000 Brussels
May 14^h, 2019 at 10.30 am.

AGENDA

1. Management Report 2018 including the Declaration of Corporate Governance, External Auditor's Report.
2. Approval of compensation report.
It is proposed to approve the compensation report found in chapter 6 of the Declaration of Corporate Governance.
3. Consolidated accounts from 2018 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2018 – Allocation of results, setting of dividend.
It is proposed to approve the annual accounts as well as the allocation of results for the year and to set the gross dividend per entirely liberated share at 3.75 EUR. After deduction of the prepayment of dividend at 1.44 EUR gross per share paid on January 17, 2019, the balance of the dividend will amount to 2.31 EUR gross, payable as of May 23, 2019.
5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2018.
It is proposed to discharge the liability of the Board members and the External Auditor in office for the operations relating to 2018 fiscal year.
6. Board of Directors: Term renewals – Nominations
 - a) The terms of Mr. Charles Casimir-Lambert and Ms. Marjan Oudeman will expire at the end of this meeting.
 - b) It is proposed to reelect successively M. Charles Casimir-Lambert and Ms. Marjan Oudeman for a four-year term as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2023.
 - c) It is proposed to confirm the designation of Ms Marjan Oudeman as independent Board member on the Board of Directors.
 - d) The mandate of Mr. Yves-Thibault de Silguy expires at this Meeting, having reached the age limit. It is proposed not to replace him as Board member and to decrease the number of Board members from 16 to 15 members
 - e) It is proposed to confirm the appointment of Ms. Ilham Kadri (see curriculum vitae in annex) as a Board member to replace Mr Jean-Pierre Clamadieu, whose mandate she will continue. The mandate of Ms. Ilham Kadri will expire at the end of General Shareholders' Meeting in May 2021.

7. External Auditor

a) Term renewal of the External Auditor

The External Auditor's appointment will expire at the end of this Meeting.

It is proposed to renew the term of Deloitte Réviseurs d'Entreprises, Société Civile sous forme de SCRL, whose headquarters is located at Gateway building Luchthaven Brussel Nationaal 1 J, 1930 Zaventem, as External Auditor for the company for a period of three years. The appointment of External Auditor will end at the close of the General Shareholders' Meeting in May 2022. During this period, Deloitte Belgium will be represented by Mr. Michel Denayer.

If for any reason the representative of Deloitte Belgium would not be able to fulfill his duties, Deloitte Belgium would be represented by Mrs Corine Magnin.

b) Setting auditors' fees

It is proposed that the meeting approve the annual fees for the Solvay SA External Auditor, that include an audit of the statutory accounts as well as an audit of the Group consolidation, at 1.196.631 EUR.

8. Miscellaneous.



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Brussels, April 12, 2019

Dear Shareholder,

You are cordially invited to the Ordinary General Meeting. The meeting will take place on Tuesday, May 14, 2019 at 10.30 a.m. at the Square Brussels Meeting Center, Mont des Arts, 1000 Brussels.

The agenda for the Ordinary General Meeting as well as the reports and the annual accounts relating to the financial year 2018 are also enclosed.

IF IT IS NOT YOUR INTENTION TO ATTEND THE MEETING OR VOTE BY PROXY

There is no procedure to be completed.

PROCEDURES NECESSARY FOR ATTENDING OR VOTING BY PROXY AT THE SHAREHOLDERS' MEETING ON MAY 14, 2019.

1) Holders of registered shares

Admission to the General Shareholders' Meeting involves a twofold procedure: on the one hand, your shares will be submitted to a registration procedure entering them in the account of registered shares of Solvay SA on Tuesday April 30, 2019 at midnight and, on the other hand, you must confirm your desire to participate in the Shareholders' Meeting.

Only those people who are shareholders of Solvay SA as of midnight (Belgian time) on April 30, 2019 (hereafter called the "**record date**") will have the right to participate and vote in the meeting on May 14, 2019, regardless of the number of shares held by the shareholders on the day of the general meeting.

If you wish to attend the meeting, you must sign and date the attached **PARTICIPATION NOTICE** so that it reaches us no later than the sixth day preceding the meeting, which is May 8, 2019.

If you do not plan to attend the meeting, you will find attached a **PROXY** form that you may choose to return, **duly completed and signed**. This proxy form will also have to reach us no later than May 8, 2019.

We ask that you send us your participation notice and, if you do not plan to attend, the proxy form. If you return the proxy form, you may attend the meeting in person, but without being able to vote since the proxy votes will have been counted in advance.

2) Holders of dematerialized shares

If you plan to attend the meeting, you will have to produce a statement from the authorized account holder or from the settlement organization that holds your share account, certifying the number of dematerialized shares registered in the name of the shareholder on the record date, which is Tuesday April 30, 2019 at midnight, and for which you have indicated your desire to participate in the general meeting. The statement obtained for registration will have to reach Solvay SA no later than May 8, 2019.

For shareholders who would like to be represented at this meeting, proxy forms are available at the company's corporate headquarters and on the Solvay SA Internet site, as well as at the following financial institutions: BNP Paribas Fortis, ING and KBC. The properly **duly completed and signed** proxy forms will also have to reach Solvay SA no later than May 8, 2019. The shareholders who have declared their desire to participate in the meeting, by returning their proxy form, may attend the

meeting in person, but without being able to vote since their votes by proxy will have been counted in advance.

These documents may be sent to Solvay SA, either by regular mail to the corporate headquarters, or by fax, or electronically to the e-mail address.

The designated proxy holder does not necessarily need to be a shareholder of Solvay SA. When the proxy holder is designated, the shareholder must be especially careful to avoid any potential conflicts of interest between him/herself and the proxy holder (see article 547bis §4 of the Code of Companies). This clause is aimed particularly at the Chairman of the General Shareholders' Meeting, the members of the Board of Directors, the members of the Executive Committee and generally the employees of SOLVAY SA, their spouses or legal partners and their relatives.

Under some conditions, one (or more) shareholder(s) holding (together) at least 3% of the share capital may request the addition of new items to the agenda and/or submit new motions for a resolution. Solvay SA should receive these requests no later than April 19, 2019 either by regular mail, by fax or by electronic mail. Should certain shareholders exercise this right, Solvay SA will send, no later than April 29, 2019, to shareholders by regular mail a final agenda and a completed proxy form and will also make these documents available on the Internet site.

If you have complied with the instructions for its admission to the meeting, you may also submit questions in writing to the Board of Directors regarding items on the agenda or report as well as to the Auditor regarding his report. These questions must reach Solvay SA no later than May 8, 2019, either by regular mail to the address of its corporate headquarters, or by fax, or by electronic mail.

For complete information, all the documents attached to this convening notice are also posted on the Web site.

We draw your attention to the fact that the motions for resolutions will be submitted for electronic votes. Proxy votes will be counted in advance and systematically recorded for each point. It should be recalled that one share is equal to one vote.

It should be noted that if you are also a Solvac shareholder, you will be required to carry out the procedure for signing of attendance lists for Solvay and Solvac only one time. You will receive only one voting box for the meeting of both companies as well as a single smart card showing, totally separately, the number of votes corresponding to the portfolio of shares involved. This is done for your convenience and simplification.

Data Protection

Solvay is responsible for the processing of the personal information that it receives from shareholders and proxyholders in the context of the Meeting in accordance with applicable data privacy laws.

Such information will be used for the purposes of analyzing and administrating the attendance and voting process in connection with the Meeting, as set out in this convening notice, and will be transferred to third parties assisting the Company for the above purposes. This information will not be kept longer than necessary for these purposes. Shareholders and proxyholders can consult the "Data Protection and Privacy Policy" with the link <https://www.solvay.com/en/information/data-protection-and-privacy-policy.html>. They may request access to their data and any additional modification by contacting Mrs. Michèle Vervoort, Solvay SA, [310, rue de Ransbeek - 1120 Brussels \(Belgium\)](#) (tel: +32 (0) 2 264 15 32 / e-mail: michele.vervoort@solvay.com)

Finally please note that the signatures on the attendance list will begin being accepted as of 9.00 am on May 14, 2019.

We send you our best regards.

Nicolas Boël
Chairman of the Board of Directors

Useful information :

Solvay SA
Assemblée Générale – General Shareholders' Meeting
310, rue de Ransbeek
1120 Bruxelles
Fax: +32-(0)2.264.37.67
e-mail : ag.solvay@solvay.com
site Internet : <http://www.solvay.com/en/investors/shareholders-meeting/index.html>

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SOLVAY Société Anonyme
Headquarters: 310 rue de Ransbeek at 1120 Brussels
Brussels, RPM 403.091.220

Shareholders are invited to attend:

the Ordinary General Shareholder Meeting that will take place on Tuesday May 14, 2019, at 10.30 am at the Square Brussels Meeting Center, Mont des Arts at 1000 Brussels, with the agenda set out below.

Holders of bonds issued by Solvay can also attend the Ordinary General Shareholder Meeting in an advisory capacity.

1. Management Report 2018 including the Declaration of Corporate Governance, External Auditor's Report.
2. Approval of compensation report.
It is proposed to approve the compensation report found in chapter 6 of the Declaration of Corporate Governance.
3. Consolidated accounts from 2018 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2018 – Distribution of earnings and setting of dividend.
It is proposed to approve the annual accounts as well as the distribution of earnings for the year and to set the gross dividend per entirely liberated share at 3.75 EUR. After deduction of the prepayment of dividend at 1.44 EUR gross per share paid on January 17, 2019, the balance of the dividend will amount to 2.31 EUR gross, payable as of May 23, 2019.
5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2018.
It is proposed to discharge the liability of the Board members and the External Auditor in office for the operations relating to 2018 fiscal year.
6. Board of Directors: Term renewals – Nominations
 - a) The terms of Mr. Charles Casimir-Lambert and Ms. Marjan Oudeman will expire at the end of this meeting.
 - b) It is proposed to reelect successively M. Charles Casimir-Lambert and Ms. Marjan Oudeman for a four-year term as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2023.
 - c) It is proposed to confirm the designation of Ms Marjan Oudeman as independent Board member on the Board of Directors.
 - d) The mandate of Mr. Yves-Thibault de Silguy expires at this Meeting, having reached the age limit. It is proposed not to replace him as Board member and to decrease the number of Board members from 16 to 15 members
 - e) It is proposed to confirm the appointment of Ms. Ilham Kadri as a Board member to replace Mr Jean-Pierre Clamadieu, whose mandate she will continue. The mandate of Ms. Ilham Kadri will expire at the end of General Shareholders' Meeting in May 2021.
7. External Auditor
 - a) Term renewal of the External Auditor
The External Auditor's appointment will expire at the end of this Meeting.
It is proposed to renew the term of Deloitte Réviseurs d'Entreprises, Société Civile sous forme de SCRL, whose headquarters is located at Gateway building Luchthaven Brussel Nationaal 1 J, 1930 Zaventem, as External Auditor for the company for a period of three years. The appointment of External Auditor will end at the close of the General Shareholders' Meeting in May 2022. During this period, Deloitte Belgium will be represented by Mr. Michel Denayer. If for any reason the representative of Deloitte Belgium would not be able to fulfill his duties, Deloitte Belgium would be represented by Mrs Corine Magnin.

b) Setting auditors' fees

It is proposed that the meeting approve the annual fees for the Solvay SA External Auditor, that include an audit of the statutory accounts as well as an audit of the Group consolidation, at 1.196.631 EUR.

8. Miscellaneous.

To take part in the Ordinary General Shareholders' Meeting on May 14, 2019, shareholders must follow the procedures described below:

- 1) Only people who are Solvay SA shareholders on April 30, 2019 at midnight (Belgium time) (hereafter called the **record date**) will have the right to participate and vote in the General Shareholders' Meeting on May 14, 2019, regardless of the number of shares held by the shareholder the day of the meeting.
- 2) Holders of registered shares who wish to participate in the meeting will not have to follow specific procedures to register their shares. The registration of their shares will ensue from their enrollment on the SOLVAY SA shareholder register on the record date. They will, however, have to give notice of their desire to attend the meetings by returning the participation notice attached to the convening notice; it must be received by Solvay SA no later than May 8, 2019 and can be returned either by regular mail to the address of the corporate headquarters, or by fax or by electronic mail. Holders of registered shares who wish to be represented at the meeting will also have to return the completed and signed proxy form attached to this convening notice; it must be received by Solvay SA no later than May 8, 2019 either by regular mail to the address of the corporate headquarters or by fax or by electronic mail.

The shareholders who have declared their desire to participate in the meeting and have returned a proxy form may attend the meeting in person, but without being able to vote since their votes by proxy will have been counted in advance.

- 3) Holders of dematerialized shares who wish to participate in the meeting must request a statement from the authorized account holder or from the settlement organization that holds their share account stating the number of dematerialized shares registered in their name in the books of these institutions on the record date and for which they have declared a desire to participate in the meeting. This statement will have to be received by Solvay SA no later than May 8, 2019, and sent by regular mail to the address of Solvay's corporate headquarters, or by fax or by electronic mail.

The holders of dematerialized shares who wish to be represented by proxy at the meeting will also have to return a completed and signed proxy form to be received by Solvay SA no later than May 8, 2019 either by regular mail to the address of Solvay's corporate headquarters, or by fax or by electronic mail.

The proxy form is available at the corporate headquarters, on the Internet site and at the following financial establishments: BNP Paribas Fortis, ING and KBC.

The shareholders who have declared their desire to participate in the meeting and have returned a proxy form may attend the meeting in person, but without, however, being allowed to vote since their votes by proxy will have been counted in advance.

- 4) The designated proxy holder does not necessarily have to be a SOLVAY SA shareholder. The appointment of the proxy holder must be done with special consideration to avoid potential conflicts of interest between the shareholders and the proxy holder (see article 547bis §4 of the Companies Code). This clause is aimed particularly at the Chairman of the General Shareholders' Meeting, the members of the Board of Directors, the members of the Executive Committee and generally the employees of SOLVAY SA, their spouses or legal partners and their relatives.
- 5) Under some conditions, one (or more) shareholder(s) holding (together) at least 3% of the share capital may request the addition of new items to the agenda and/or submit new motions for a resolution. Solvay SA should receive these requests no later than April 19, 2019, sent either by regular mail to the address of its corporate headquarters, or by fax or by electronic mail. Should

certain shareholders exercise this right, Solvay SA will send, no later than April 29, 2019, to shareholders by regular mail a final agenda and a completed proxy form and will also make these documents available on the Internet site.

Shareholders who have complied with the instructions for admission to the meeting may also submit questions in writing to the Board of Directors regarding items on the agenda or its reports, as well as to the External Auditor with regard to his report. These questions must reach Solvay SA no later than May 8, 2019 and be sent either by regular mail to its corporate headquarters or by fax or by electronic mail.

Upon presentation of a statement by an authorized account holder or a settlement organization certifying the number of dematerialized shares registered in the name of the shareholder, each shareholder may obtain a free copy of all the documents related to the meeting on May 8 2019, either at the corporate headquarters or with the financial organizations mentioned above. All of these documents are also available on the Internet site of Solvay SA.

- 6) Pursuant to article 537 of the Companies Code, holders of bonds issued by Solvay may attend the Ordinary General Shareholder Meeting in an advisory capacity and are subject to the same attendance formalities as those applicable to shareholders.
- 7) Motions for resolution or comments from the Board of Directors on the agenda items that do not require motions are also available on the Solvay Internet site.
- 8) It should be noted that the motions for resolutions will be submitted for electronic vote. Proxy votes will be counted in advance and systematically integrated under each point. It should be recalled that one share is equal to one vote.

It should be noted that if you are also a Solvac shareholder, you will be required to carry out the procedure for signing of attendance lists for Solvay and Solvac only one time. You will receive only one voting box for the meeting of both companies as well as a single smart card showing, totally separately, the number of votes corresponding to the portfolio of shares involved. This is done for your convenience and for simplification.

9) Data Protection:

Solvay is responsible for the processing of the personal information that it receives from shareholders and proxyholders in the context of the Meeting in accordance with applicable data privacy laws. Such information will be used for the purposes of analyzing and administrating the attendance and voting process in connection with the Meeting, as set out in this convening notice, and will be transferred to third parties assisting the Company for the above purposes. This information will not be kept longer than necessary for these purposes. Shareholders and proxyholders can consult the "Data Protection and Privacy Policy" with the link <https://www.solvay.com/en/information/data-protection-and-privacy-policy.html>. They may request access to their data and any additional modification by contacting Mrs. Michèle Vervoort, Solvay SA, [310, rue de Ransbeek - 1120 Brussels \(Belgium\)](#) (tel: +32 (0) 2 264 15 32 / e-mail: michele.vervoort@solvay.com

- 10) Please note that the signatures on the attendance list will begin being accepted as of 9:00 a.m. on May 14, 2019.

Useful information :

Solvay SA
General Shareholders' Meeting
310, rue de Ransbeek
1120 Brussels
Fax: +32-(0)2.264.37.67
e-mail : ag.solvay@solvay.com
site Internet : <http://www.solvay.com/en/investors/shareholders-meeting/index.html>

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SOLVAY Société Anonyme
Corporate Headquarters - 310 rue de Ransbeek at 1120 Brussels
Brussels, RPM 403.091.220

EXPLANATORY NOTE
GENERAL SHAREHOLDERS' MEETING ON TUESDAY MAY 14, 2019

This note was drawn up in application of article 533bis, §2, d) of the Companies Code and contains explanations on each item listed on the agenda for the General Shareholders' Meeting.

For more information on the General Shareholders' Meeting and the applicable procedures, we refer you to the text of the convening notice which can be found on Solvay's internet site.

1. Management Report on operations for 2018 including the Declaration of Corporate Governance and External Auditor's Report.

The Board of Directors drew up a management report on operations for the year 2018 – including the Declaration of Corporate Governance --, in which all legally required elements are addressed. The External Auditor has submitted his report without reservation.

The documents are available on the Solvay SA internet site. They were given to the registered shareholders and are also available on request.

This item is for discussion only and does not require adoption of a motion.

2. Approval of the Compensation Report.

It is proposed to approve the compensation report found in chapter 6 of the Declaration of Corporate Governance.

The Code of Companies requires that the General Shareholders' Meeting approve the compensation report each year by a separate vote. This report describes, among other things, the compensation policy for Board members and members of the Executive Committee and provides information regarding their compensation.

3. Consolidated accounts from 2018 – External Audit Report on the consolidated accounts

The consolidated accounts from 2018 were verified and approved by the Board of Directors.

The External Auditor has submitted his report without reservation.

The documents are available on the Solvay internet site. They were given to the registered shareholders and are also available on request.

This item is for discussion only and does not require adoption of a motion.

4. Approval of annual accounts from 2018 – Allocation of earnings and setting of dividend.

It is proposed to approve the annual accounts as well as the allocation of results for the year and to set the gross dividend per entirely liberated share at 3.75 EUR. After deduction of the prepayment of dividend at 1.44 EUR gross per share paid on January 17, 2019, the balance of the dividend will amount to 2.31 EUR gross, payable as of May 23, 2019.

A copy of the annual accounts is available on the Solvay internet site. They were given to the registered shareholders and are also available on request.

The Code of Companies requires that the General Shareholders' Meeting approve by a separate vote each year the annual accounts as well as allocation of results of allocation and setting of the dividend.

5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2018.

It is proposed to discharge the liability of the Board members and to the External Auditor working in 2018 for the operations relating to this fiscal year.

In conformance with the Companies Code, the General Shareholders' Meeting must, after approval of the annual accounts, approve by special vote the discharge of liability for the Board members and for the External Auditor.

6. Board of Directors: Term Renewals – Nomination

- a. The terms of Mr. Charles Casimir-Lambert and Ms. Marjan Oudeman will expire at the end of this meeting.
- b. It is proposed to reelect successively M. Charles Casimir-Lambert and Ms. Marjan Oudeman for a four-year term as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2023.
- c. It is proposed to confirm the designation of Ms Marjan Oudeman as independent Board member on the Board of Directors.
- d. The mandate of Mr. Yves-Thibault de Silguy expires at this Meeting, having reached the age limit. It is proposed not to replace him as Board member and to decrease the number of Board members from 16 to 15 members
- e. It is proposed to confirm the appointment of Ms. Ilham Kadri as a Board member to replace Mr Jean-Pierre Clamadieu, whose mandate she will continue. The mandate of Ms. Ilham Kadri will expire at the end of General Shareholders' Meeting in May 2021.

Taking into consideration the advice of the Nominations Committee, the Board of Directors recommends adoption of this resolution by the General Shareholders' Meeting.

For more information regarding, Mrs Ilham Kadri, we refer shareholders to chapter four of the Declaration of Corporate Governance.

7. External Auditor

a) Term renewal of the External Auditor

The External Auditor's appointment will expire at the end of this Meeting.

It is proposed to renew the term of Deloitte Réviseurs d'Entreprises, Société Civile sous forme de SCRL, whose headquarters is located at Gateway building Luchthaven Brussel Nationaal 1 J, 1930 Zaventem, as External Auditor for the company for a period of three years. The appointment of External Auditor will end at the close of the General Shareholders' Meeting in May 2022. During this period, Deloitte Belgium will be represented by Mr. Michel Denayer.

If for any reason the representative of Deloitte Belgium would not be able to fulfill his duties, Deloitte Belgium would be represented by Mrs Corine Magnin.

b) Setting auditors' fees

It is proposed that the meeting approve the annual fees for the Solvay SA External Auditor, that include an audit of the statutory accounts as well as an audit of the Group consolidation, at 1.196.631 EUR.

8. Miscellaneous.

To be valid, this form must be received by SOLVAY SA
no later than Wednesday, May 8, 2019

PROXY

This document has been translated for information purposes only. Whilst every effort has been made to ensure that the English version is a faithful and accurate translation of the French text, only the latter is a legally valid document.

I, the undersigned

currently holder of _____ shares of SOLVAY SA, with registered office at 310 Rue de Ransbeek, 1120 Brussels, hereby grant authority, to
First Name, Last name :
Address :

Or if no name is given, Mr. Jacques van Rijckevorsel,
each with right of substitution,

NOTE:

A shareholder may only appoint a single person as a proxy holder, other than the exceptions shown in article 547bis of the Companies Code. The proxy holder does not necessarily have to be a shareholder. It is recommended that the shareholder not designate as a proxy the Chairman of the General Shareholders' Meeting, members of the Board of Directors, members of the Executive Committee and in general the employees of Solvay SA, their spouse or legal partner and their relatives, who could pose a conflict of interest according to article 547bis, §4 of the Companies Code.
to

A. Represent me in the SOLVAY SA **Ordinary General Shareholders' Meeting** that will take place on **Tuesday, May 14, 2019 at 10:30 a.m.** at the Square Brussels Meeting Center, Mont des Arts, at 1000 Brussels and to vote in my name for all the items on the agenda. Lacking specifications on how to vote for one or more of the decisions proposed below or if for any reason the instructions given are not clear, please consider that this is a specific instruction to vote in favor of the proposals of the motions involved.

- 1 Management Report on operations for 2018 including the Declaration of Corporate Governance and External Auditor's Report.
- 2 Approval of compensation report.

It is proposed to approve the compensation report found in chapter 6 of the Declaration of Corporate Governance.

FOR AGAINST ABSTAIN

- 3 Consolidated accounts from 2018 – External Audit Report on the consolidated accounts.
- 4 Approval of annual accounts from 2018 – Distribution of earnings and setting of dividend.

It is proposed to approve the annual accounts as well as the distribution of earnings for the year and to set the gross dividend per entirely liberated share at 3.75 EUR. After deduction of the prepayment of dividend at 1.44 EUR gross per share paid on January 17, 2019, the balance of the dividend will amount to 2.31 EUR gross, payable as of May 23, 2019.

FOR AGAINST ABSTAIN

- 5 Discharge of liability to be given to Board members and to the Auditor for operations for the year 2018.

It is proposed to discharge liability

of Board members FOR AGAINST ABSTAIN
and of the External Auditor FOR AGAINST ABSTAIN

working in 2018 for the operations relating to this fiscal year.

- 6 Board of Directors: Term renewals - nominations

a) The terms of Mr. Charles Casimir-Lambert and Ms. Maran Oudeman, will expire at the end of this General Shareholders' Meeting.

b) It is proposed to reelect successively

Mr. Charles Casimir-Lambert FOR AGAINST ABSTAIN
Mrs. Marjan Oudeman FOR AGAINST ABSTAIN

each for a four-year term each as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2023.

c) It is proposed to confirm the nomination of

Mrs Marjan Oudeman FOR AGAINST ABSTAIN
as independent Board members on the Board of Directors.

d) The mandate of Mr. Yves-Thibault de Silguy expires at this Meeting, having reached the age limit and not to replace. It is proposed to decrease the number of Board members from 16 to 15 members

FOR AGAINST ABSTAIN

e) It is proposed to confirm the appointment of Ms. Ilham Kadri as a Board member to replace Mr Jean-Pierre Clamadieu, whose mandate she will continue till of the General Shareholders' Meeting in May 2021.

FOR AGAINST ABSTAIN

1. External Auditor

a) Term renewal of the External Auditor

The External Auditor's appointment will expire at the end of this Meeting.

It is proposed to renew the term of Deloitte Réviseurs d'Entreprises, Société Civile sous forme de SCRL, whose headquarters is located at Gateway building Luchthaven Brussel Nationaal 1 J, 1930 Zaventem, as External Auditor for the company for a period of three years. The appointment of External Auditor will end at the close of the General Shareholders' Meeting in May 2022. During this period, Deloitte Belgium will be represented by Mr. Michel Denayer.

FOR AGAINST ABSTAIN

If for any reason the representative of Deloitte Belgium would not be able to fulfill his duties, Deloitte Belgium would be represented by Mrs Corine Magnin.

FOR AGAINST ABSTAIN

b) Setting auditors' fees

It is proposed that the meeting approve the annual fees for the Solvay SA External Auditor, that include an audit of the statutory accounts as well as an audit of the Group consolidation, at 1.196.631 EUR.

FOR AGAINST ABSTAIN

8 Miscellaneous

I note that I will be represented at the Ordinary General meeting for the total number of shares registered in my name to the record date, April 30, 2019 at midnight.

If, after the date of this proxy form, proposals for new motions should be added at shareholders' request in compliance with article 533ter of the Companies Code, the proxy holder is authorized, in compliance with article 533ter, §4, al.2 of the Companies Code, to withdraw from any possible instructions given by the shareholder if the execution of these instructions risks compromising the interest of the shareholder.

If, after the date of this proxy form, new subjects are added to the agenda at the request of shareholders in compliance with article 533ter of the Companies Code, the proxy holder:

- is authorized to vote on the new items that would be added to the agenda (*);
- must abstain from voting on the new items that would be added to the agenda (*).

B. to take part in all discussions on the items listed on the agenda for this meeting, to cast all votes, to pass and sign all acts, items, minutes, attendance lists and other documents:

C. in general, do all that is necessary to carry out this proxy, promising ratification in advance.

D. Data Protection

Solvay is responsible for the processing of the personal information that it receives from shareholders and proxyholders in the context of the Meeting in accordance with applicable data privacy laws.

Such information will be used for the purposes of analyzing and administrating the attendance and voting process in connection with the Meeting, as set out in this convening notice, and will be transferred to third parties assisting the Company for the above purposes. This information will not be kept longer than necessary for these purposes.

Shareholders and proxyholders can consult the "Data Protection and Privacy Policy" with the link <https://www.solvay.com/en/information/data-protection-and-privacy-policy.html>. They may request access to their data and any additional modification by contacting Mrs. Michèle Vervoort, Solvay SA, [310, rue de Ransbeek - 1120 Brussels \(Belgium\)](https://www.solvay.com/en/information/data-protection-and-privacy-policy.html) (tel: +32 (0) 2 264 15 32 / e-mail: michele.vervoort@solvay.com)

SOLVAY SA must be in possession of this proxy form, **completed and signed, no later than May 8, 2019.**
It may be sent by regular mail in the attached envelope, or by electronic mail to the e-mail
address: ag.solvay@solvay.com, or by fax at +32-(0)2.264.37.67.

Signed at _____, on _____ 2019.

Signature must be preceded by the notation "Good for Authorization"

(*) Cross out the option not chosen. If none is crossed out, the proxy holder will have to abstain from voting on the
new items added to the agendas.

ILHAM KADRI

Age: 50 years old

Nationality: French



- **EDUCATION/ QUALIFICATIONS/ PROFESSIONAL AFFILIATIONS**

1997: PhD, Physics and Chemistry, Ecole des Hauts Polymères de Strasbourg, France

1993: Chemical Engineer, Polymer Physics and Chemistry, Ecole des Hauts Polymères de Strasbourg, France

1991: Master, Physics and Chemistry, Université Claude Bernard/ Université Laval, France/ Canada

- **NON-EXECUTIVE ROLES**

2016- present: **A. O. SMITH CORPORATION**
Board Member & Audit Committee Member, USA

- **PROFESSIONAL EXPERIENCE**

2019- present: **SOLVAY**
President & CEO, Belgium

2013-2018: **DIVERSEY**
President & CEO, USA
SEALED AIR CORPORATION
Senior Vice President and Officer SEE, USA

2010-2012: **THE DOW CHEMICAL COMPANY**
General Manager MEA Dow Advanced Materials & Commercial Director
EMEA, Dow Water & Process Solutions, UAE
2007-2010: Marketing Director, Switzerland

2005-2007: **HUNTSMAN CORPORATION**
Director Marketing Epoxy, Switzerland

2002-2005: **UCB**
Marketing & Business Management, Belgium

1997-2002: **Shell - Basell**
R&D and Technical Service, Belgium
Global Key Account Management, Paris



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The people portrayed on the cover are Solvay team members.