



**Solvay**  
**Limited Liability Company**  
**Headquarters - 310 rue de Ransbeek, 1120 Brussels**  
**Brussels, RPM 0403 091 220**

Shareholders are invited to attend the Extraordinary General Shareholders' Meeting that will take place on Friday April 3, 2020 at 11.00 a.m. (Belgian time) at its Corporate Headquarters 310 rue de Ransbeek at 1120 Brussels, with the agenda mentioned hereafter. To deliberate validly on the agenda, this meeting should meet at least half of its share capital. This meeting can not validly deliberate if it does not meet the required quorum. The experience of recent years is going in this direction.

**A second extraordinary shareholders' meeting will therefore be called. It will be held on Tuesday, May 12, 2020** with the same agenda and proposed resolutions. You will be informed by official notification on Friday April 10, 2020.

**AGENDA**

**A. Authorised capital**

**1. Report of the Board of Directors drawn up in accordance with article 7:199 paragraph 2 of the Code of Companies and Associations.**

**2. Proposal to decide:**

- a. To grant, for a period of 5 years starting at the publication in the Belgian State Gazette of this decision, an authorised capital for the amount of EUR 158,000,000, with the possibility to incorporate reserves, to issue subscription rights and convertible bonds and to limit or cancel the preferential subscription right including to the benefit of one or more specified persons other than members of the personnel.
- b. To replace, consequently, the text of article 7 bis of the articles of association with the following text:

*“The Board of Directors may increase the capital once or several times by an amount of one hundred fifty-eight million euro (EUR 158,000,000) . The authorisation is granted for a period of five years as from the date of publication of the minutes of the Extraordinary Shareholders' Meeting held on 12 May 2020. Any capital increase decided by the board of directors on the basis of this authorization must take place either with statutory preferential subscription right or non-statutory preferential subscription right*

*Any capital increase decided on the basis of this authorisation may be achieved by contributions in cash, by contributions in kind, by capitalisation of reserves, whether available or unavailable for distribution or by capitalisation of issue premium, with or without the issuance of new shares, whether preferred or not, with or without voting right. The Board of Directors may, in the framework of this authorisation, issue subscription rights or convertible bonds.*

*The Board of Directors may limit or cancel the preferential subscription right. This option includes the limitation or cancellation of the preferential subscription right in favour of one or more specified persons other than the employees of the company or its subsidiaries.”*

*Comment – It is specified that the board of directors shall not proceed with a capital increase by contributions in kind or by contributions in cash limiting or cancelling the preferential subscription right in the event of a public take-over bid targeting the company.*

## **B. Buy-back of own shares**

Proposal to decide to authorise the company to acquire its own shares under the conditions set out in the text provided hereafter, and consequently, to cancel article 9 of the articles of association and to replace the text of article 8 of the articles of association with the following text:

*“The company may, without prior authorisation of the Shareholders’ Meeting, acquire its own shares at a unit price which may not be more than ten percent (10%) lower than the lowest price of the last twenty (20) quotations preceding the transaction and which may not be more than ten percent (10%) higher than the highest price of the last twenty (20) quotations preceding the transaction. The company must also comply with the price limits provided for in Articles 7:215 and following of the Code of companies and associations and Articles 8:2 and following of the Royal Decree implementing the Code of companies and associations.*

*This authorisation extends to the acquisition of shares of the company by one of its direct subsidiaries, within the meaning and limits of Article 7:221, paragraph 1 of the Code of companies and associations.*

*The par value of the acquired shares, including those that the company would have acquired previously and that it would have in its portfolio and those acquired by a direct subsidiary within the meaning of article 7:221, paragraph 1 of the Code of companies and associations, may not exceed ten percent (10%) of the subscribed capital.*

*This authorisation is valid for five years from the publication of the minutes of the Extraordinary Shareholders’ Meeting of 12 May 2020.”*

*Comment - It is specified that the company does not request that the authorisation allows the board of directors to acquire own shares in the event of “serious and imminent damage”, such as, for example, in the event of a public take-over bid targeting the company.*

## **C. Other amendments to the articles of association**

### **a) Means of voting at the shareholders’ meeting**

Proposal to decide to replace the text of article 37 of the articles of association with the following text:

*“Votes at the meeting shall be expressed by electronic control or by any other means ensuring the secrecy of the vote, unless a majority of the Shareholders’ Meeting decides otherwise.”*

### **b) New articles of association**

Proposal to decide – in order to align the articles of association with the Code of Companies and Associations and to simplify and modernise certain of their provisions – to purely and simply replace the current text of the articles of association, in relation to the French version as well as the Dutch version, with a new text (integrating the amendments proposed under points A(2b), B and C(a) of the agenda).

This new text, together with an informative document regarding the proposed amendments and a document containing the current articles of association with indication of the amendments (deletions or additions), is available as from 4 March 2020 on the website of the company under the reference <https://www.solvay.be/fr/index.html>. The shareholders may receive these documents free of charge by a request addressed by email to the address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

To take part in the Extraordinary General Shareholders’ Meeting on April 3, 2020, shareholders must follow the procedures described below:

- 1) Only people who are Solvay SA shareholders on March 20, 2020 at midnight (Belgium time) (hereafter called the “**record date**”) will have the right to participate and vote in the Shareholders’ Meeting on April 3, 2020, regardless of the number of shares held by the shareholder on the day of the meeting.

- 2) Holders of registered shares who wish to participate in this 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 meeting by returning the participation notice; it must be received by Solvay SA no later than March 27, 2020 and can be returned either by regular mail to the address of the corporate headquarters : Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at + 32-(0)2.264.37.67 or by electronic mail at the following address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

Holders of registered shares who wish to be represented at this meeting will have to return the proxy form, **duly completed and signed**; it must be received by Solvay SA no later than March 27, 2020 either by regular mail to the address of the corporate headquarters : Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at +32 (0)2.264.37.67 or by electronic mail at the following address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

The proxy form is available at the corporate headquarters, on its Internet site <http://www.solvay.com/en/investors/shareholders-meeting/index.html> 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 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 this 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 March 27, 2020, and sent by regular mail to the address of Solvay's corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at + 32-(0)2.264.37.67 or by electronic mail at the following address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

The holders of dematerialized shares who wish to be represented by proxy at this meeting will have to return a **duly completed and signed** proxy form to be received by Solvay SA no later than March 27, 2020 either by regular mail to the address of the corporate headquarters : Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at + 32-(0)2.264.37.67 or by electronic mail at the following address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

The proxy form is available at the corporate headquarters, on its Internet site <http://www.solvay.com/en/investors/shareholders-meeting/index.html> and at the following financial establishments: BNP Paribas Fortis, ING and KBC.

The shareholders who have declared their desire to participate in the meeting, by returning their proxy form, can 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 7:143 §4 of the Code of Companies and associations). 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.<sup>1</sup>

- 5) In accordance with Article 7:130 of the Companies Code and associations, one or more shareholders holding (together) at least 3% of the share capital of Solvay SA may have new items added to the agenda of the shareholders' meeting and may submit resolution proposals in relation to existing or new agenda items.

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<sup>1</sup> This list is not exhaustive.

Shareholders who wish to exercise this right must (a) provide evidence of ownership of such shareholding as at the date of their request and (b) record their shares representing such shareholding on the record date (i.e. on Friday March 20, 2020) in accordance with the above admission conditions. Evidence of ownership of such shareholding can be provided by a certificate evidencing the registration of the relevant shares in the share register of Solvay SA (for registered shares) or by a certificate issued by an authorized account holder or a settlement organization certifying that the relevant number of dematerialized shares is recorded in the shareholder's account.

The request to add agenda items or resolution proposals must be made in writing and must be accompanied by, as the case may be, the text of the items to be added to the agenda and the corresponding resolution proposals, or the text of the newly proposed resolutions in relation to existing agenda items. Such request must contain a postal or e-mail address to which Solvay SA will send an acknowledgement of receipt within 48 hours of receipt of such request.

The additional agenda items and/or resolution proposals must be received by Solvay SA no later than Thursday March 12, 2020 either by regular mail to the address of its corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by electronic mail to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

If such requests are received by Solvay SA, it will publish, at the latest Thursday March 19, 2020, a modified agenda of the shareholders' meeting, completed on the basis of any requests validly submitted, on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>), in the Belgian State Gazette and in the press. In this case, Solvay SA will also make a revised proxy form available on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) at the same time as the publication of the modified agenda of the shareholders' meeting.

In case shareholders, in accordance with Article 7:130 of the Companies Code and associations, exercise their right to add items to the agenda and to file resolution proposals, proxies filed prior to the publication of the revised agenda shall remain valid for the agenda items they cover. In case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will always be entitled to deviate from previously given voting instructions should their implementation be detrimental to the interests of the shareholder. In that event, the proxy holder shall notify the latter of any such deviation as well as the justification thereof. The proxy should also indicate whether, in case new items are added to the agenda by shareholders, the proxy holder is entitled to vote on the new items or whether he/she/it should abstain.

- 6) In accordance with Article 7:139 of the Companies Code and associations, a time for questions is provided during the shareholders' meeting during which directors will respond to questions addressed to them with respect to their report or the agenda items. Shareholders may ask questions orally during the shareholders' meeting or may submit written questions in advance of the meeting.

Written questions will only be answered if the shareholder asking them has complied with the above admission conditions in accordance with Article 7:134 of the Companies Code and associations and if the written questions have been received by Solvay SA at the latest on Friday March 27 2020, either by regular mail to the address of its corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by electronic mail to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

- 7) In accordance with Article 7:132 of the Companies Code and associations, shareholders, holders of bonds, subscription rights or certificates issued with the cooperation of Solvay SA, can upon presentation of their security or of a certificate issued by an authorized account holder or a settlement organization certifying the number of dematerialized securities recorded in the name of the security holder, obtain at the headquarters of Solvay SA, i.e. 310 rue de Ransbeek at 1120 Brussels, on business days and during normal office hours or with the financial institutions mentioned above as from the date of publication of this convening notice, free of charge, copies of the documents and reports that relate to this meeting and that must be made available to them pursuant to law, including this convening notice, the agenda and proposed resolutions of the extraordinary shareholders' meeting, the board report on the use and purpose of the authorized capital prepared in accordance with Article 7:199 of the Belgian Companies Code and associations, the participation notice and the proxy form.

These documents and reports are also available on Solvay SA's website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

- 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 into each point. It should be recalled that one share is equal to one vote.

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](mailto:michele.vervoort@solvay.com))

- 10) Please note that the signatures on the attendance list will begin being accepted as of 9:30 a.m. (Belgian time) on April 3, 2020.

The Board of Directors



Sir,  
Madam,

We have the honor of inviting you to the Extraordinary General Shareholders' Meeting of Solvay SA which will be held on Friday April 3, 2020 at 11.00 a.m. (Belgian time) at the corporate headquarters : Solvay SA, 310 rue de Ransbeek at 1120 Brussels.

To deliberate validly on the agenda, this meeting should meet at least half of its share capital. This meeting can't validly deliberate if it does not meet the required quorum. The experience of recent years is going in this direction. **A second extraordinary shareholders' meeting will therefore be called. It will be held on Tuesday, May 12, 2020** with the same agenda and proposed resolutions. You will be informed by official notification on Friday April 10, 2020.

The agenda of the meeting is attached as a well as a board report on the use and purpose of the authorized capital prepared in accordance with Article 7:199 of the Belgian Companies Code and associations.

#### **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 EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON APRIL 3, 2020**

##### **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 Friday April 3, 2020 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 Friday March 20, 2020 (hereafter called the "**record date**") will have the right to participate and vote in the meeting on April 3, 2020, 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 Friday March 27, 2020.

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 Friday March 27, 2020.

We ask that you send us your participation notice or, 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 Friday March 20, 2020 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 Friday March 27, 2020.

Only those people who are shareholders of Solvay SA as of midnight (Belgian time) on Friday March 20, 2020 have the right to participate and vote in the meeting on April 3, 2020, 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 Friday March 27, 2020.

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 Friday March 27, 2020.

We ask that you send us your participation notice or, if you do not plan to attend, the proxy form together with the abovementioned statement from the authorized account holder or from the settlement organization. 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.

These documents may be sent to Solvay SA, either by regular mail to the corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or electronically to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

For shareholders who would like to be represented at this meeting, proxy forms are available at the company's corporate headquarters and the company's website: <http://www.solvay.com/en/investors/shareholders-meeting/index.html>, as well as at the following financial institutions: BNP Paribas Fortis, ING and KBC.

The designated proxy holder need not necessarily 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 7:143 §4 of the Code of Companies and associations). 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.<sup>1</sup>

### **RIGHT TO ADD AGENDA ITEMS AND TO SUBMIT RESOLUTION PROPOSALS**

In accordance with Article 7:130 of the Companies Code and associations, one or more shareholders holding (together) at least 3% of the share capital of Solvay SA may have new items added to the agenda of the shareholders' meeting and may submit resolution proposals in relation to existing or new agenda items.

Shareholders who wish to exercise this right must (a) provide evidence of ownership of such shareholding as at the date of their request and (b) record their shares representing such shareholding on the record date (i.e. on Friday March 20, 2020) in accordance with the above admission conditions. Evidence of ownership of such shareholding can be provided by a certificate evidencing the registration of the relevant shares in the share register of Solvay SA (for registered shares) or by a certificate issued by an authorized account holder or a settlement organization certifying that the relevant number of dematerialized shares is recorded in the shareholder's account.

The request to add agenda items or resolution proposals must be made in writing and must be accompanied by, as the case may be, the text of the items to be added to the agenda and the corresponding resolution proposals, or the text of the newly proposed resolutions in relation to existing agenda items. Such request must contain a postal or e-mail address to which Solvay SA will send an acknowledgement of receipt within 48 hours of receipt of such request.

The additional agenda items and/or resolution proposals must be received by Solvay SA no later than Thursday March 12, 2020 either by regular mail to the address of its corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by electronic mail to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

If such requests are received by Solvay SA, it will publish, at the latest Thursday March 19, 2020, a modified agenda of the shareholders' meeting, completed on the basis of any requests validly submitted, on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>), in the Belgian State Gazette and in the press. In this case, Solvay SA will also make a revised proxy form available on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) at the same time as the publication of the modified agenda of the shareholders' meeting.

In case shareholders, in accordance with Article 7:130 of the Companies Code and associations, exercise their right to add items to the agenda and to file resolution proposals, proxies filed prior to the publication of the revised agenda shall remain valid for the agenda items they cover. In case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will always be entitled to deviate from previously given voting instructions should their implementation be detrimental to the interests of the shareholder. In that event, the proxy holder shall notify the latter of any such deviation as well as the justification thereof. The proxy should also indicate

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<sup>1</sup> This list is not exhaustive.

whether, in case new items are added to the agenda by shareholders, the proxy holder is entitled to vote on the new items or whether he/she/it should abstain.

### **RIGHT TO ASK QUESTIONS**

In accordance with Article 7:139 of the Companies Code and associations, a time for questions is provided during the shareholders' meeting during which directors will respond to questions addressed to them with respect to their report or the agenda items.

Shareholders may ask questions orally during the shareholders' meeting or may submit written questions in advance of the meeting.

Written questions will only be answered if the shareholder asking them has complied with the above admission conditions in accordance with Article 7:134 of the Companies Code and associations, and if the written questions have been received by Solvay SA at the latest on Friday March 27, 2020, either by regular mail to the address of its corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by electronic mail to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

### **AVAILABILITY OF DOCUMENTS**

In accordance with Article 7:132 of the Companies Code and associations, every shareholder has the right to obtain free of charge, upon presentation of their security or of a certificate issued by an authorized account holder or a settlement organization certifying the number of dematerialized securities recorded in the name of the security holder, obtain at the headquarters of Solvay SA, i.e. 310 rue de Ransbeek at 1120 Brussels, on business days and during normal office hours as from the date of publication of this convening notice, copies of the documents and reports that relate to this meeting and that must be made available to them pursuant to law, including this convening notice, the agenda and proposed resolutions of the extraordinary shareholders' meeting, the board report on the use and purpose of the authorized capital prepared in accordance with Article 7:199 of the Belgian Companies Code and associations, the participation notice and the proxy form.

These documents and reports are also available on Solvay SA's website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

### **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](mailto:michele.vervoort@solvay.com))

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.

Finally please note that the signatures on the attendance list will begin being accepted as of 9.30 am (Belgian time) on April 3, 2020

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 Brussels  
Fax: +32-(0)2.264.37.67  
E-mail: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com)  
Enterprise number : 0403.091.220 (RLE Brussels)  
Website: <http://www.solvay.com/en/investors/shareholders-meeting/index.html>





**SOLVAY Limited Liability Company**  
**EXTRAORDINARY SHAREHOLDERS' MEETING**  
**Friday April 3, 2020 at 11.00 am**  
**310 rue de Ransbeek, 1120 Brussels**  
**AGENDA**

**A. Authorised capital**

**1. Report of the Board of Directors drawn up in accordance with article 7:199 paragraph 2 of the Code of Companies and Associations.**

**2. Proposal to decide:**

- a. To grant, for a period of 5 years starting at the publication in the Belgian State Gazette of this decision, an authorised capital for the amount of EUR 158,000,000, with the possibility to incorporate reserves, to issue subscription rights and convertible bonds and to limit or cancel the preferential subscription right including to the benefit of one or more specified persons other than members of the personnel.

- b. To replace, consequently, the text of article 7 bis of the articles of association with the following text:

*“The Board of Directors may increase the capital once or several times by an amount of one hundred fifty-eight million euro (EUR 158,000,000) . The authorisation is granted for a period of five years as from the date of publication of the minutes of the Extraordinary Shareholders’ Meeting held on 12 May 2020. Any capital increase decided by the board of directors on the basis of this authorization must take place either with statutory preferential subscription right or non-statutory preferential subscription right*

*Any capital increase decided on the basis of this authorisation may be achieved by contributions in cash, by contributions in kind, by capitalisation of reserves, whether available or unavailable for distribution or by capitalisation of issue premium, with or without the issuance of new shares, whether preferred or not, with or without voting right. The Board of Directors may, in the framework of this authorisation, issue subscription rights or convertible bonds.*

*The Board of Directors may limit or cancel the preferential subscription right. This option includes the limitation or cancellation of the preferential subscription right in favour of one or more specified persons other than the employees of the company or its subsidiaries.”*

*Comment – It is specified that the board of directors shall not proceed with a capital increase by contributions in kind or by contributions in cash limiting or cancelling the preferential subscription right in the event of a public take-over bid targeting the company.*

## **B. Buy-back of own shares**

Proposal to decide to authorise the company to acquire its own shares under the conditions set out in the text provided hereafter, and consequently, to cancel article 9 of the articles of association and to replace the text of article 8 of the articles of association with the following text:

*“The company may, without prior authorisation of the Shareholders’ Meeting, acquire its own shares at a unit price which may not be more than ten percent (10%) lower than the lowest price of the last twenty (20) quotations preceding the transaction and which may not be more than ten percent (10%) higher than the highest price of the last twenty (20) quotations preceding the transaction. The company must also comply with the price limits provided for in Articles 7:215 and following of the Code of companies and associations and Articles 8:2 and following of the Royal Decree implementing the Code of companies and associations.*

*This authorisation extends to the acquisition of shares of the company by one of its direct subsidiaries, within the meaning and limits of Article 7:221, paragraph 1 of the Code of companies and associations.*

*The par value of the acquired shares, including those that the company would have acquired previously and that it would have in its portfolio and those acquired by a direct subsidiary within the meaning of article 7:221, paragraph 1 of the Code of companies and associations, may not exceed ten percent (10%) of the subscribed capital.*

*This authorisation is valid for five years from the publication of the minutes of the Extraordinary Shareholders’ Meeting of 12 May 2020.”*

*Comment - It is specified that the company does not request that the authorisation allows the board of directors to acquire own shares in the event of “serious and imminent damage”, such as, for example, in the event of a public take-over bid targeting the company.*

## **C. Other amendments to the articles of association**

### **a) Means of voting at the shareholders’ meeting**

Proposal to decide to replace the text of article 37 of the articles of association with the following text:

*“Votes at the meeting shall be expressed by electronic control or by any other means ensuring the secrecy of the vote, unless a majority of the Shareholders’ Meeting decides otherwise.”*

### **b) New articles of association**

Proposal to decide – in order to align the articles of association with the Code of Companies and Associations and to simplify and modernise certain of their provisions – to purely and simply replace the current text of the articles of association, in relation to the French version as well as the Dutch version, with a new text (integrating the amendments proposed under points A(2b), B and C(a) of the agenda).

This new text, together with an informative document regarding the proposed amendments and a document containing the current articles of association with indication of the amendments (deletions or additions), is available as from 4 March 2020 on the website of the company under the reference <https://www.solvay.be/fr/index.html>. The shareholders may receive these documents free of charge by a request addressed by email to the address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).



**SOLVAY**  
**Limited Liability Company**  
**Headquarters – 310 rue de Ransbeek, 1120 Brussels**  
**Brussels, RPM 403 091 220**

***Explanatory note regarding the extraordinary shareholders' meeting of April 3, 2020 at 10.00 am and May 12, 2020 at 10.30 am***

The extraordinary shareholders' meeting has as an object to grant certain authorisations to the board of directors and to adapt the articles of association of the company taking into account the new companies and associations Code (CAC). This document should be read in conjunction with the agenda and with the other documents it refers to.

**A. Authorised capital (art. 8 of the new articles of association)**

The board of directors requests the granting of authorised capital in the same way as benefits the majority of the other companies of the BEL 20.

Such authorisation will enable the board to raise the capital by a maximum of 10% of the current amount of the capital. It is to be noted that this limit of 10% is far lower than the statutory limit, which is 100%. The requested authorisation allows for the limitation and cancellation of the preferential subscription right (subject to what is set out hereafter). It has a duration of five years.

The details of the proposed modalities and the purposes for which the authorised capital can be used are described in a special report of the board of directors which was made available to the shareholders. This report was drawn up in accordance with the CAC.

It is set out that the board of directors will not be able to proceed with a capital increase by contributions in kind or by contributions in cash limiting or cancelling the preferential subscription right in the event of a public take-over bid targeting the company. Such capital increases can only take place upon an explicit decision of the shareholders' meeting itself.

**B. Own shares (art. 9 of the new articles of association)**

The board of directors requests that the articles of association authorise it to acquire shares of the company, as is the case for the majority of the other companies of the BEL 20.

The value of the acquired shares (including those which the company would have acquired before and would hold and those acquired by a direct subsidiary) cannot

surpass 10% of the capital. It is to be noted that this limit is far stricter than the CAC, which does not impose any percentage limit.

The purchase price will have to be in line with the stock exchange price. More particularly, the price cannot be more than 10% lower than the lowest trading price of the last 20 trading prices preceding the acquisition and not be more than 10% higher than the highest trading price of the last 20 trading prices preceding the acquisition.

The requested authorisation is valid for five years.

It will, for example, be available in the framework of a participation plan for personnel, for potential buy-back programs for own shares or any other operation in accordance with the object and with the CAC.

The company does not request, however, that the authorisation would permit the board of directors to engage in the acquisition of own shares in the event of “grave and imminent loss”, in particular, for example, in the event of a public take-over bid targeting the company. In such cases, acquisitions of own shares can only be decided upon by the shareholders’ meeting itself.

### **C. Other amendments to the articles of association**

#### **a) Means of voting at the shareholders’ meeting (art. 37 of the new articles of association)**

It is proposed to modernise the old articles of association and to align them with current practice, merely referring to electronic remote controls or any other means to vote which assures the confidentiality of the vote. Every shareholders’ meeting will maintain the power to decide otherwise by a majority of the votes.

#### **b) New articles of association**

In order to (a) align the articles of association with the CAC and (b) simplify and modernise certain provisions, it is proposed to replace the current text of the articles of association with a new text.

This new text, as well as a text containing the current articles of association with indication of the amendments (deletions or additions), is at the disposal of the shareholders, in particular on the website of the company. Further, the shareholders will find a list of comments concerning the principal points below, by way of illustration.

- The governance structure of Solvay remains unchanged.
- Solvay does not opt for the double voting right (permitted as a possibility by the CAC). Each share therefore continues to give right to one single vote.
- It is proposed to make use of the enhanced flexibility offered by the CAC by enabling the board of directors to adopt resolutions through written and unanimous consent of the directors, even for matters which are neither exceptional nor urgent (art. 17 of the new articles of association).
- It is further proposed to allow a director to represent more than one of his colleagues who gave him/her a proxy, which is in accordance with the CAC (art. 18 of the new articles of association). The articles of association have provided up to now that a director could only represent one of his/her colleagues.

- It will be set out that the non-executive directors do not receive variable remuneration (art. 24 of the new articles of association). This corresponds to the remuneration policy of the company and to the applicable recommendations.
- As now required by the CAC, it will be provided that the board of directors shall convene the shareholders' meeting when shareholders who represent 10% of the capital demand it. Previously, this threshold was 20% (new art. 26).
- It is proposed to simplify the provisions concerning the control of the accounts (chapter IV), the annual accounts (chapter VI) and dissolution (chapter VII), without any significant change.
- It will be provided that all directors elect domicile at the registered office of the company for all matters relating to their mandate (new art. 41).

\* \* \*



**SOLVAY**  
**Limited Liability Company**  
**Headquarters – 310 rue de Ransbeek, 1120 Brussels**  
**Brussels, RPM 403 091 220**

***Special report by the Board of Directors on the use and purpose of the authorized capital***

**prepared in accordance with Article 7:199 of the  
Belgian Companies and Associations Code**

Dear Shareholders,

In accordance with Article 7:199 of the Belgian Companies and Associations Code, we are pleased to present to you our report on the proposal that will be made to the extraordinary shareholders' meeting which will be held on April 3 2020, in case that the quorum of 50% of the shares present or represented at the meeting is not met, on 12 May 2020, to grant to the board of directors the authorization to increase the capital of Solvay SA ("**Solvay**") for general purposes by a maximum amount of EUR 158,000,000. Capital increases under this authorization can be made by incorporation of reserves, issue of subscription rights and convertible bonds and limitation or cancellation of preferential subscription rights, as the case may be in favour of one or more specific persons other than members of personnel.

The board of directors proposes that this authorization be granted for a period of five years as from the publication in the Annexes to the Belgian State Gazette of an extract of the resolution of the extraordinary shareholders' meeting approving this proposal.

**1 Use and purpose of the authorized capital**

**1.1 Scope of the authorization to the board of directors**

The authorized capital offers the ability to increase net assets quickly and efficiently, by reducing the formalities associated with a capital increase decided by the extraordinary shareholders' meeting. It allows for a swift execution while accounting for potential fluctuations in the financial markets and opportunities that will arise in the interest of Solvay.

The circumstances and objectives for the use of the authorized capital by the board of directors include the following potential objectives:

- to bring in fresh capital for Solvay or for one or more of its subsidiaries, either from all investors or on a specific market (issue in favour of unspecified persons), or from one or more specified persons (issue in favour of determined persons);
- to fund investment opportunities that are in line with the strategy of the Solvay group;
- to remunerate one or more contributions in kind;

- [to make it possible to pay a share dividend, if the board would elect to do so;]
- to reorganise the equity structure, amongst other things by incorporating reserves into the capital, with or without the free allocation of shares or by incorporating the issuance premium account;
- to incentivise all or some managers and staff of Solvay or the Solvay group;
- to cover commitments to be made by the board of directors in the context of any issue of financial instruments; and/or
- to cover any other circumstances or objectives which the board of directors may deem appropriate.

The board of directors confirms that any capital increase pursuant to the authorized capital will be in accordance with the corporate interest of Solvay, including its shareholders.

## 1.2 Operations excluded from the authorization to the board of directors

In accordance with the Belgian Companies and Associations Code, the board of directors may not use the authorized capital for the following operations:

- the issue of subscription rights reserved primarily for one or more specific persons other than members of personnel of Solvay;
- the issue of shares with multiple voting rights or of securities giving the right to issue or convert into shares with multiple voting rights;
- a capital increase to be carried out mainly through contributions in kind reserved exclusively for a shareholder of Solvay holding securities of Solvay to which more than 10% of the voting rights are attached; and
- the issue of a new class of securities.

In addition, as from the moment Solvay would receive notification from the FSMA that it has received a notice of a public takeover bid for the Solvay shares and until the bid is closed, the board of directors of Solvay may no longer (i) carry out a capital increase by contributions in kind or by contributions in cash by limiting or cancelling the preferential subscription right of the existing shareholders and (ii) issue securities, whether or not representing capital, conferring voting rights, as well as securities giving the right to subscribe for or acquire such securities, if such securities or rights are not offered in preference to the shareholders in proportion to the part of the capital represented by their shares<sup>1</sup>.

Although it is possible for the shareholders' meeting to expressly authorize the board of directors to increase the capital of Solvay in such circumstances, such special authorization is not requested by the board of directors, so that it will not be able to use the authorized capital in the context of a public takeover bid<sup>1</sup>.

## 2 Parameters of the authorized capital

The requested authorization aims to enable the board of directors to increase the capital of Solvay, in one or more transactions, with a maximum amount of EUR 158,000,000 plus issuance premium. Applied to an accounting par value of EUR 15, this enables the issuance

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<sup>1</sup> However, this prohibition does not apply to commitments validly entered into before receipt of the above notification from the FSMA.

of up to 10,533,333 shares, representing approximately 10% of the total current capital of Solvay.

The board of directors further proposes that this authorization takes effect as from the date of publication in the Annexes to the Belgian State Gazette of an excerpt of the resolution of the extraordinary shareholders' meeting resolving on the authorized capital and the corresponding change to the articles of association and be granted for a period of five years as from such date.

This capital increase may be achieved, amongst other means, by contributions in cash, by contributions in kind, by incorporation, with or without the issue of new shares, of available or non-available reserves (including the issuance premium account), or by issuing subscription rights and convertible bonds, with or without limitation or cancellation of the preferential subscription right of the existing shareholders, including in favour of one or more specific persons other than members of personnel.

If it decides to limit or cancel the preferential subscription right of the existing shareholders, the board of directors will prepare a special report setting out the justification for its decision, the consequences of the decision on the financial and political rights of the shareholders and describing, if applicable, the identity of the specific persons in favour of whom the preferential subscription right of the existing shareholders has been limited or cancelled. The auditor of Solvay will also prepare a report in this respect.

In accordance with Article 7:203 of the Belgian Companies and Associations Code, the annual report of the board of directors will contain a discussion of the capital increase carried out in the framework of the authorized capital, together with, where applicable, an appropriate commentary on the conditions and effective consequences of capital increases or issues of convertible bonds or subscription rights in which the board of directors has limited or cancelled the preferential subscription rights.

\* \*  
\*

In view of the above, we propose that you grant the authorization for the board of directors to increase the capital within the conditions stated above.

February, 25 2020.

For the board of directors,

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Director

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Director



**In order to be admitted to the extraordinary general meeting on April 3, 2020,  
Solvay SA must be in possession of this notice of attendance  
by March 27, 2020 at the latest**

## ***NOTICE OF ATTENDANCE***

I, the undersigned

Legal entities must specify the name, first name(s) and capacity of the physical person(s) who sign(s) this notice of attendance on their behalf. If the undersigned is not a physical person who executes this notice of attendance himself/herself, the signatory hereby declares and warrants to Solvay SA to have full authority to execute this notice of attendance on behalf of the undersigned.

owner of \_\_\_\_\_ shares in Solvay SA on the record date,

advise Solvay SA of my intention to attend the Extraordinary General Shareholders' Meeting of Solvay SA that will be held on Friday April 3, 2020 from 11.00 am. (Belgian time), at the Corporate Headquarters of the company, 310 rue de Ransbeek at 1120 Brussels, with the total number of shares registered in my name on the record date, which is Friday March 20, 2020 at midnight.

Signed at \_\_\_\_\_, on the \_\_\_\_\_ 2020.

**Signature(s)**

## PROXY

I the undersigned

Legal entities must specify the name (s), first name(s) and capacity of the physical person(s) who sign(s) this proxy form on their behalf. If the undersigned is not a physical person who executes this proxy form himself/herself, the signatory hereby declares and warrants to Solvay SA to have full authority to execute this shareholder proxy form on behalf of the undersigned.

holder of \_\_\_\_\_ shares, on the record date, 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, Alex Dessalle  
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 7:143 of the Companies Code and associations. The proxy holder does not necessarily have to be a shareholder.**

**It is recommended that the shareholder does 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, which could result in a conflict of interest according to article 7:143 of the Companies Code and associations.<sup>1</sup>**

**This proxy is irrevocable. Holders of shares who granted a proxy may still attend the General Shareholders' Meeting but will not be permitted to vote in person.**

- A. Represent me in the Solvay SA Extraordinary General Shareholders' Meeting that will take place on Friday April 3, 2020 at 11.00 am. (Belgian time) at the Solvay Corporate Headquarters, 310 rue de Ransbeek at 1120 Brussels (and at all other meetings that will be held with the same agenda if the shareholders' meeting should be adjourned or postponed or should not have been validly convened) 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.

**B. Authorised capital**

**1. Report of the Board of Directors drawn up in accordance with article 7:199 paragraph 2 of the Code of Companies and Associations.**

**2. Proposal to decide:**

- a. To grant, for a period of 5 years starting at the publication in the Belgian State Gazette of this decision, an authorised capital for the amount of EUR 158,000,000, with the possibility to incorporate reserves, to issue subscription rights and convertible bonds and to limit or cancel the preferential subscription right including to the benefit of one or more specified persons other than members of the personnel.
- b. To replace, consequently, the text of article 7 bis of the articles of association with the following text:  
*"The Board of Directors may increase the capital once or several times by an amount of one hundred fifty-eight million euro (EUR 158,000,000) . The authorisation is granted for a period of five years as from the date of publication of the minutes of the Extraordinary Shareholders' Meeting held on 12 May 2020. Any capital increase decided by the board of directors on the basis of this authorization must take place either with statutory preferential subscription right or non-statutory preferential subscription right  
Any capital increase decided on the basis of this authorisation may be achieved by contributions in cash, by contributions in kind, by capitalisation of reserves, whether available or unavailable for*

<sup>1</sup>In that case, the provisions on conflicts of interest as set out in article 7:143 of the Code of Companies and Associations shall apply. This list is not exhaustive.

*distribution or by capitalisation of issue premium, with or without the issuance of new shares, whether preferred or not, with or without voting right. The Board of Directors may, in the framework of this authorisation, issue subscription rights or convertible bonds.*

*The Board of Directors may limit or cancel the preferential subscription right. This option includes the limitation or cancellation of the preferential subscription right in favour of one or more specified persons other than the employees of the company or its subsidiaries.”*

FOR  AGAINST  ABSTAIN

### **C. Buy-back of own shares**

Proposal to decide to authorise the company to acquire its own shares under the conditions set out in the text provided hereafter, and consequently, to cancel article 9 of the articles of association and to replace the text of article 8 of the articles of association with the following text:

*“The company may, without prior authorisation of the Shareholders’ Meeting, acquire its own shares at a unit price which may not be more than ten percent (10%) lower than the lowest price of the last twenty (20) quotations preceding the transaction and which may not be more than ten percent (10%) higher than the highest price of the last twenty (20) quotations preceding the transaction. The company must also comply with the price limits provided for in Articles 7:215 and following of the Code of companies and associations and Articles 8:2 and following of the Royal Decree implementing the Code of companies and associations. This authorisation extends to the acquisition of shares of the company by one of its direct subsidiaries, within the meaning and limits of Article 7:221, paragraph 1 of the Code of companies and associations. The par value of the acquired shares, including those that the company would have acquired previously and that it would have in its portfolio and those acquired by a direct subsidiary within the meaning of article 7:221, paragraph 1 of the Code of companies and associations, may not exceed ten percent (10%) of the subscribed capital.*

*This authorisation is valid for five years from the publication of the minutes of the Extraordinary Shareholders’ Meeting of 12 May 2020.”*

FOR  AGAINST  ABSTAIN

### **D. Other amendments to the articles of association**

#### **a) Means of voting at the shareholders’ meeting**

Proposal to decide to replace the text of article 37 of the articles of association with the following text:

*“Votes at the meeting shall be expressed by electronic control or by any other means ensuring the secrecy of the vote, unless a majority of the Shareholders’ Meeting decides otherwise.”*

FOR  AGAINST  ABSTAIN

#### **b) New articles of association**

Proposal to decide – in order to align the articles of association with the Code of Companies and Associations and to simplify and modernise certain of their provisions – to purely and simply replace the current text of the articles of association, in relation to the French version as well as the Dutch version, with a new text (integrating the amendments proposed under points A(2b), B and C(a) of the agenda). This new text, together with an informative document regarding the proposed amendments and a document containing the current articles of association with indication of the amendments (deletions or additions), is available as from 4 March 2020 on the website of the company under the reference <https://www.solvay.be/fr/index.html>. The shareholders may receive these documents free of charge by a request addressed by email to the address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

FOR  AGAINST  ABSTAIN

I note that I will be represented at the Extraordinary General Shareholders’ Meeting for the total number of shares registered in my name on the record date, which is Friday March 20, 2020 at midnight.

In case shareholders, in accordance with Article 7:130 of the Companies Code and associations, exercise their right to add items to the agenda and/or to submit resolution proposals with regard to existing agenda items or new items to be added to the agenda, proxies submitted prior to the publication of the revised agenda shall remain valid for the agenda items that they cover. In such case, Solvay SA will also make the revised agenda and a revised model of shareholder proxy form available on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) at the latest on 19 March 2020, in order to allow shareholders to give specific voting instructions on the new agenda items and/or new/alternative proposed resolutions.

The following voting instructions will only be applicable if you fail to provide your proxy holder with new specific voting instructions after the date of this proxy:

1. If, after the date of this proxy, new items are added to the agenda, the proxy holder shall:
  - (i) abstain from voting on the new agenda items and proposed resolutions concerned (\*)
  - (ii) vote or abstain from voting on the new agenda items and proposed resolutions concerned as he/she/it will deem fit, taking into consideration the interests of the undersigned (\*)

If the undersigned fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new agenda items and proposed resolutions concerned. In case of a conflict of interests, the proxy holder will always be required to abstain from voting on the new agenda items and proposed resolutions concerned.

2. If, after the date of this proxy, new/alternative proposed resolutions are submitted with respect to the existing agenda items, the proxy holder shall:
  - (i) abstain from voting on the new/alternative proposed resolutions concerned and vote or abstain from voting on the existing proposed resolutions in accordance with the voting instructions set out above (\*)
  - (ii) vote or abstain from voting on the new/alternative proposed resolutions as he/she/it will deem fit, taking into consideration the interests of the undersigned (\*)

If the undersigned fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative proposed resolutions and will be required to vote or abstain from voting on the existing proposed resolutions in accordance with the instructions set out above.

However, the proxy holder will be entitled, during the shareholders' meeting, to deviate from the above voting instructions should their implementation be detrimental to the interests of the shareholder. In that event, the proxy holder shall notify the latter of any such deviation as well as the justification thereof. In case of a conflict of interests, the proxy holder will always be required to abstain from voting on the new/alternative proposed resolutions .

E. 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 deeds, items, minutes, attendance lists and other documents:

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

G. 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](mailto:michele.vervoort@solvay.com))

Solvay SA must be in possession of this proxy form, **completed and signed, no later than March 27, 2020.**

Shareholders who want to be represented by a proxy holder at the General Shareholders' Meeting must in addition comply with the registration and confirmation procedure set out in Article 7:134 of the Companies Code and associations, and as described in the convening notice to this General Shareholders' Meeting.

This proxy form can be sent by regular mail to the corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by electronic mail to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com), or by fax at +32-(0)2.264.37.67.

Signed at \_\_\_\_\_, on \_\_\_\_\_ 2020.

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

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(\* ) Cross out the option not chosen.