

**To be valid, this vote by correspondence form must be received by Solvay SA  
no later than May 8, 2020**

**VOTE BY CORRESPONDENCE**

I the undersigned \_\_\_\_\_

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

exercise my voting right in the following way on the items on the agenda of the Solvay SA Ordinary and Extraordinary Shareholders' Meetings that will take place on Tuesday May 12, 2020 at 10.30 am. (Belgian time) at the Solvay Corporate Headquarters, 310 rue de Ransbeek at 1120 Brussels.

This vote is also valid for any Shareholders' Meeting that will be convened with the same agenda, provided that the shareholder complies with the registration and confirmation procedures provided for such Meetings.

**A. Ordinary Shareholders' meeting**

1. Management Report 2019 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 5 of the Declaration of Corporate Governance.  

FOR  AGAINST  ABSTAIN
3. Consolidated accounts from 2019 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2019 – 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 1.50 EUR gross per share paid on January 20, 2020, the balance of the dividend will amount to 2.25 EUR gross, payable as of May 20, 2020.  

FOR  AGAINST  ABSTAIN
5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2019.  
It is proposed to discharge the liability  
of the Board members and **FOR**  **AGAINST**  **ABSTAIN**   
of the External Auditor in office **FOR**  **AGAINST**  **ABSTAIN**   
on the operations relating to 2019 fiscal year.
6. Compensation policy:  
It is proposed to approve the Compensation policy.  

FOR  AGAINST  ABSTAIN
7. Board of Directors: Term renewals – Nominations
  - a) The term of Mr. Jean-Marie Solvay will expire at the end of this meeting.
  - b) Mr. Jean-Marie Solvay has decided not to request the renewal of his mandate as Board members.
  - c) It is proposed to appoint Mrs. Aude Thibaut de Maisières as a Board member for a period of four years to replace Mr. Jean-Marie Solvay.  

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The mandate of Mrs. Aude Thibaut de Maisières will expire at the end of the General Shareholders' Meeting in May 2024.

d) It is proposed to designate Mrs. Aude Thibaut de Maisières as an independent Board member on the Board of Directors.

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8. Miscellaneous.

## B. Extraordinary Shareholder meeting

### 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.”*

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### 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.”*

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### 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.”*

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#### 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).

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### **Data Protection**

Solvay is responsible for the processing of the personal information that it receives from shareholders in the context of the Meetings 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 Meetings, 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 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))

This form will be considered null and void **in its entirety** if the shareholder has not indicated above his or her choice concerning one or more items on the agenda of the Shareholders’ Meetings.

Shareholders who have cast their vote by validly returning this form to the company may not vote by proxy at the Shareholders’ Meetings for the number of votes already cast.

Shareholders who wish to vote by correspondence must comply with the practical formalities. Solvay SA must receive this form, **duly completed and signed by May 8, 2020 at the latest**. All practical formalities are set out in the convening notice of the Ordinary and Extraordinary Shareholders’ Meetings.

This 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. In the case of sending via e-mail, a scanned or photographed copy of the completed and signed form should be sent to the company.

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

**Signature**