



Progress beyond

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

Shareholders are invited to attend the Ordinary Shareholders' Meeting of Solvay SA that will take place on Tuesday 10 May 2022 at 10.30 a.m. (Belgian time) at Square Meeting Center, Mont des Arts, 1000 Brussels with the agenda mentioned hereafter.

The Shareholders' Meeting will be organised in a hybrid manner, both in person and digitally. Shareholders who wish to do so will be able to participate physically in the Shareholders' Meeting. Alternatively, those who wish to do so can exercise their rights either by granting a proxy or by participating and voting digitally in a live and interactive manner at the Shareholders' Meeting. The company continues to monitor developments in relation to health measures and will inform the shareholders, by way of a press release and on its website, of any developments that may affect the arrangements for the Shareholders' Meeting (and which may be communicated in due course).

Shareholders have the choice of using the Lumi Connect platform (formerly called AGM+) (www.lumiconnect.com) or contacting Solvay SA directly to complete the participation formalities (as described below). However, digital participation in the Shareholders' Meeting always requires the use of the Lumi Connect platform. A document explaining the different steps to follow for the use of the Lumi Connect platform will be available on our website.

AGENDA

- 1. Management report for the year 2021** (including the corporate governance statement)
- 2. Auditor's report for the year 2021**
- 3. Consolidated accounts for the financial year 2021 - Report of the auditor on the consolidated accounts.**
- 4. Approval of the statutory accounts for the financial year 2021 - Allocation of profit and determination of the dividend.**

Proposed resolution: it is proposed to approve the statutory accounts for the financial year 2021 and the allocation of profit for the financial year and to set the gross dividend per share at EUR 3.85. After deduction of the interim dividend of EUR 1.50 gross per share paid on 17 January 2022, the balance of the dividend will therefore amount to EUR 2.35 gross per share, payable as from 19 May 2022.



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5. Discharge of the Directors for the financial year 2021

Proposed resolution: it is proposed to grant discharge to the directors in office during the financial year 2021 for the performance of their duties during the financial year 2021.

6. Discharge of the statutory auditor for the financial year 2021

Proposed resolution: it is proposed to grant discharge to the statutory auditor in office during the financial year 2021 for the performance of his duties during the financial year 2021.

7. Approval of the remuneration report for the financial year 2021

Proposed resolution: it is proposed to approve the remuneration report 2021 in chapter 5 of the Corporate Governance Statement.

8. Remuneration policy 2022

Proposed resolution: it is proposed to approve the remuneration policy 2022, including the changes impacting the CEO agreement.

9. Board of Directors: Renewal of mandates – Appointments

- a) The mandates of Mr Gilles Michel, Mr Matti Lievonon, Ms Rosemary Thorne and Mr Philippe Tournay expire at the end of this meeting. Mr. Philippe Tournay has decided for personal reasons not to apply for renewal of his mandate as director.
- b) Proposed resolution: it is proposed to renew the mandate of Mr. Gilles Michel as director for a period of four years. His mandate will expire at the end of the annual shareholders' meeting in May 2026.
- c) Proposed resolution: it is proposed to confirm the appointment of Mr. Gilles Michel as independent director.
- d) Proposed resolution: it is proposed to reappoint Mr Matti Lievonon as a director for a period of four years. His mandate will expire at the end of the annual shareholders' meeting in May 2026.
- e) Proposed resolution: It is proposed to confirm the appointment of Mr Matti Lievonon as an independent director.
- f) Proposed resolution: it is proposed to reappoint Ms Rosemary Thorne as a director for a period of one year. Her mandate will expire at the end of the annual shareholders' meeting in May 2023. Although Rosemary Thorne has reached the age limit set out in the Company's Corporate Governance Charter this year, it was considered appropriate to propose her reappointment for a limited period of one year to ensure a smooth transition of her duties on the Board.
- g) Proposed resolution: it is proposed to confirm the appointment of Ms Rosemary Thorne as independent director.



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- h) Proposed resolution: It is proposed to appoint Mr Pierre Gurdjian as director for a period of four years. Mr Pierre Gurdjian's term of office will expire at the end of the annual shareholders' meeting in May 2026.
- i) Proposed resolution: it is proposed to confirm the appointment of Mr Pierre Gurdjian as independent director.
- j) Proposed resolution: it is proposed to appoint Ms Laurence Debroux as director for a period of four years. Ms Laurence Debroux's mandate will expire at the end of the annual shareholders' meeting in May 2026.
- k) Proposed resolution: it is proposed to confirm the appointment of Mrs. Laurence Debroux as independent director.

10. Statutory Auditor

- a) Appointment of a new statutory auditor

The mandate of Deloitte, Réviseurs d'Entreprises SCRL as statutory auditor of the Company expires at the end of this meeting.

On the recommendation of the Audit Committee and on presentation of the Works Council, it is proposed to appoint Ernst & Young Bedrijfsrevisoren BVBA, with registered office at De Kleetlaan, 2, 1831 Diegem and with company number 0446.334.711 as statutory auditor for a period of three years ending after the annual Shareholders' meeting of 2025 which will be called to approve the accounts for the year 2024. For information, it is stated that the permanent representative of the statutory auditor is currently Mrs Marie Kaisin.

- b) Setting of the statutory auditor's fees

Proposed resolution: it is proposed to set the annual fees of the Company's statutory auditor, which include the audit of the statutory accounts as well as the audit of the consolidation of the Group, at 1,278,402 euros (one million two hundred and seventy-eight thousand four hundred and two euros).

11. Miscellaneous

IF YOU DO NOT WISH TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

No formalities are required.

IF YOU WISH TO PARTICIPATE AND ATTEND IN PERSON OR VOTE BY PROXY AT THE SHAREHOLDERS' MEETING

1) Holders of registered shares

In order to be admitted to the Shareholders' Meeting, a double formality will apply:

On the one hand, only persons who are shareholders of Solvay SA on Tuesday 26 April 2022 at midnight (Belgian time) (hereinafter the "**record date**") will have the right to participate and vote at the Shareholders' Meeting, without taking into account the number of shares held by the shareholders on the day of the Meeting.



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On the other hand, you must:

a) either confirm to Solvay SA your wish to participate and vote yourself at the Shareholders' Meeting. To do so, you simply need to date, sign and send us the attached **NOTICE OF PARTICIPATION** so that it is in our possession at the latest on the 6th day before the date of the Shareholders' Meeting, i.e. May 4, 2022.

b) or, if you do not intend to vote yourself at the Shareholders' Meeting, send Solvay SA a proxy form by which you appoint a proxy holder of your choice.

To do this, you will find enclosed a PROXY form which you may send to us, duly completed and signed. This proxy must be in our possession by 4 May 2022 at the latest.

For shareholders who choose to use the Lumi Connect platform, they can use the platform to complete and transmit the proxy.

If you return the proxy form, you will still be able to attend the Shareholders' Meeting in person, but you will not be able to vote yourself as your proxy vote will already have been taken into account.

2) Holders of dematerialised shares

If you intend to participate in the Shareholders' Meeting, you will have to produce a certificate issued by an authorised account holder or a clearing organisation holding your securities account, certifying the registration in the shareholder's name of the number of dematerialised shares on the record date, i.e. on Tuesday 26 April 2022 at midnight, and for which you have declared your wish to participate in the Shareholders' Meeting.

For shareholders who choose to use the Lumi Connect platform, the platform allows to directly issue this certificate which, in this case, will be directly transmitted to the company.

Only persons who are shareholders of Solvay SA on Tuesday 26 April 2022 at midnight (Belgian time) will be entitled to participate and vote at the Shareholders' Meeting, without taking into account the number of shares held by the shareholders on the day of the Shareholders' Meeting.

For shareholders who wish to be represented at the Shareholders' Meeting, you will find enclosed a **PROXY** form which you may send to us, **duly completed and signed**. This proxy must also be in our possession by Wednesday 4 May 2022 at the latest.

Shareholders who choose to use the Lumi Connect platform may use the platform to complete and transmit the proxy.

In any case, the proxy will also serve to confirm your intention to participate in the Shareholders' Meeting. If you return the proxy form, you will still be able to attend the Shareholders' Meeting in person, but you will not be able to vote yourself, as your proxy vote will already have been taken into account.

Common dispositions for holders of registered and dematerialised shares

The above-mentioned documents may be sent to Solvay SA, either by post to the address of its registered office: Solvay SA, Shareholders' Meeting, 310 rue de Ransbeek, 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by e-mail to ag.solvay@solvay.com. Shareholders who choose to use the Lumi Connect platform can use the platform to submit the above-mentioned documents.



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The proxy is available at the registered office of the company and via its website: <http://www.solvay.com/en/investors/shareholders-meeting/index.html>, as well as on the Lumi Connect platform and from the following financial institutions: BNP Paribas Fortis, ING.

The designated proxy holder does not necessarily have to be a shareholder of Solvay SA. When appointing the proxy, the shareholder must be particularly attentive to situations of potential conflict of interest between himself and his proxy (cf. Art 7:143 §4 of the Companies and Associations Code). This provision applies in particular to the Chairman of the Shareholders' Meeting, the members of the Board of Directors, the members of the Executive Committee and, in general, the employees of Solvay SA, their spouses or legal cohabitants and persons related to them.

If you have completed the formalities for voting by proxy at the Shareholders' Meeting, you may follow a live webcast of the Shareholders' Meeting organised by the company. Shareholders are invited to consult the company's website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) to find out how to access this webcast. Shareholders who have voted by proxy may not vote, nor ask questions during the webcast.

For the sake of clarity, we would like to point out that if you are also a Solvac shareholder and would attend both shareholders' meetings in person, you will only be given a single smart card containing the number of votes corresponding to the share portfolio concerned, albeit in a completely separate manner, which is intended to simplify matters for you.

FORMALITIES TO BE COMPLETED IN ORDER TO VIRTUALLY PARTICIPATE IN AND VOTE DURING THE SHAREHOLDERS' MEETING

Shareholders can choose to participate and vote digitally at the Shareholders' Meeting via the Lumi Connect platform. In this case, voting takes place during the Shareholders' Meeting, which shareholders attend via the Lumi Connect platform. **There is no need to give a proxy in this case.**

1) Holders of registered shares

In order to be able to virtually participate in and vote during the Shareholders' Meeting, a double formality will apply:

On the one hand, only persons who are shareholders of Solvay SA on Tuesday 26 April 2022 at midnight (Belgian time) (hereinafter the "**record date**") will be entitled to participate and vote at the Shareholders' Meeting, without taking into account the number of shares held by shareholders on the day of the Shareholders' Meeting.

On the other hand, you must confirm your intention to participate in the Shareholders' Meeting. To do so, you need to confirm your intention to participate in the Shareholders' meeting on the Lumi Connect platform no later than the sixth day prior to the date of the Shareholders' Meeting, i.e. Wednesday, 4 May 2022 at the latest.



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You will then receive the procedure and login details to connect to the Shareholders' Meeting. Further information on the procedure is available on the Lumi website (<https://www.lumiglobal.com/>) and the Solvay SA website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

2) Holders of dematerialised shares

In order to be able to participate and vote digitally at the Shareholders' Meeting, a double rule will apply:

On the one hand, only persons who are shareholders of Solvay SA on Tuesday 26 April 2022 at midnight (Belgian time) (hereinafter the "**record date**") will be entitled to participate and vote at the Shareholders' Meeting, without taking into account the number of shares held by shareholders on the day of the Shareholders' Meeting.

On the other hand, you will have to produce a certificate issued by an authorised account holder or settlement institution holding your securities account, certifying the registration in the shareholder's name of the number of dematerialised shares on the record date and for which you have declared your wish to participate in the Shareholders' Meeting. This must be done via the Lumi Connect platform at the latest on the sixth day before the date of the Shareholders' Meeting, i.e. Wednesday 4 May 2022 at the latest. The Lumi Connect platform allows you to issue the certificate directly and to confirm your wish to participate in the Shareholders' Meeting. The certificate will be sent directly to the company.

You will then receive the procedure and login details to connect to the Shareholders' Meeting. More information on the procedure is available on the Lumi website (<https://www.lumiglobal.com/>) and the Solvay SA website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

3) Common dispositions for holders of registered and dematerialised shares

The Lumi Connect platform enables shareholders to (i) be directly, simultaneously and continuously informed of the discussions at the Shareholders' Meeting, (ii) exercise their voting rights on all items on which the Shareholders' Meeting is called upon to vote and (iii) participate in the deliberations and exercise their right to ask questions.

In accordance with article 7:137 of the Code of Companies and Associations, shareholders who participate in the Shareholders' Meeting in this way shall be deemed to be present at the place where the Shareholders' Meeting is held for compliance with the quorum and majority requirements. The Lumi Connect platform enables Solvay SA to control the quality and identity of shareholders.

RIGHT TO ADD AGENDA ITEMS AND TO SUBMIT RESOLUTION PROPOSALS

In accordance with Article 7:130 of the Code of Companies 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 Tuesday 26 April, 2022) 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



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by an authorized account holder or a settlement organization certifying that the relevant number of dematerialised 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 Monday 18 April, 2022 either by regular mail to the address of its registered office: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by email to the e-mail address: ag.solvay@solvay.com.

If such requests or submissions are received by Solvay SA, it will publish, by Monday 25 April 2022 at the latest, an amended agenda for the Shareholders' Meeting, completed on the basis of all validly submitted requests and submissions, on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>), in the *Moniteur Belge* and in the press. In this case, Solvay SA will also make available a revised proxy form on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) and on the Lumi Connect platform (www.lumiconnect.com), simultaneously with the publication of the amended agenda of the Shareholders' Meeting.

In case shareholders, in accordance with Article 7:130 of the Code of Companies and Associations, exercise their right to add items to the agenda and to submit resolution proposals, proxies filed prior to the publication of the revised agenda shall remain valid for the agenda items they cover. In the event that new/alternative proposals for resolutions are submitted concerning existing agenda items after the notified proxies, the proxy holder shall abstain from voting on the new/alternative proposals for resolutions. However, in this case, shareholders will have the possibility to send a new proxy to Solvay SA, by means of the revised proxy form mentioned in the previous paragraph.

RIGHT TO ASK QUESTIONS

Shareholders may submit written questions prior to the Shareholders' Meeting. Written questions will only be answered to the extent that the shareholder submitting them has complied with the above-mentioned conditions of admission in accordance with article 7:134 of the Code of Companies and Associations and if the written questions have been received by Solvay SA by Wednesday, 4 May 2022 at the latest, either by mail at the address of its registered office: Solvay SA, Shareholders' Meeting, 310 rue de Ransbeek, 1120 Brussels, or by fax at +32-(0)2.264.37.67, or by e-mail at ag.solvay@solvay.com.

For shareholders who choose to use the Lumi Connect platform, this platform also allows to submit the above-mentioned written questions. Answers to the written questions will be provided during the Shareholders' Meeting.

In addition, in accordance with article 7:139 of the Code of Companies and Associations, time will be allocated during the Shareholders' Meeting for a Q&A session during which directors will also answer questions addressed to them during the Shareholders' Meeting regarding their report or the items on the agenda. In addition to shareholders who physically attend the Shareholders' Meeting, shareholders who choose to participate and vote digitally at the Shareholders' Meeting via the Lumi Connect platform will be able to ask questions during the General Meeting. They will be able to submit their questions live in writing via the Lumi Connect platform; they will be grouped and dealt with by topic.



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AVAILABILITY OF DOCUMENTS

In accordance with Article 7:132 of the Code of Companies and Associations, each 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 dematerialised securities recorded in the name of the security holder, obtain at the registered office 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 that relate to the Shareholders' Meeting and that must be made available to them pursuant to law, including this convening notice, the agenda of the Annual Shareholders' Meeting and the proxy form.

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

These documents are also available on the Lumi Connect platform.

PROTECTION OF PERSONAL DATA

Solvay SA is responsible for processing the personal data it receives from shareholders and proxies in the context of the Shareholders' Meeting in accordance with the applicable data protection laws, including the European Regulation 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (GDPR).

This personal data consists mainly of identification data of shareholders, their representatives or proxies, contact data (e.g. postal address, telephone number, e-mail address), number and type of shares, intention to participate, attendance at the general meeting, questions asked, votes cast, etc.

This data will be used to prepare and manage the attendance and voting process for the Shareholders' Meeting, as described in the convening notice, and will be passed on to third parties assisting the company for the above purposes, in particular Lumi. This processing of personal data is necessary in order to meet the legal obligations of Solvay SA. If Solvay SA does not process this personal data, it will not be able to allow the person concerned to be present or to be represented at the Shareholders' Meeting and/or to register the vote as a shareholder of Solvay SA.

This information will not be kept longer than necessary for the same purposes, i.e. 10 years after the Shareholders' Meeting.

For more information, shareholders and proxy holders can consult our "Data Protection and Privacy Policy" via the link <https://www.solvay.com/en/information/data-protection-and-privacy-policy.html>.

As set out in our Data Protection Policy referred to above, you also have rights with respect to your personal data in accordance with the applicable legal conditions and limits, namely the right of access to your personal data, the rectification or deletion thereof, as well as the right to restrict processing, the right to object to processing, the right to data portability and the right to lodge a complaint with the competent supervisory authority - in Belgium, the Data Protection Authority).

You can exercise your rights mentioned above 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).

We draw your attention to the fact that the resolution proposals 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.

The Board of Directors