



Progress beyond

**SOLVAY SA
ANNUAL SHAREHOLDERS' MEETING**

**Tuesday 10 May 2022 at 10:30 am
Square Meeting Center Brussels, 1000 Brussels**

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.

- 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.



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9. Board of Directors: Renewal of mandates – Appointments

- a) The mandates of Mr Gilles Michel, Mr Matti Lievonen, 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 Lievonen 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 Lievonen 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.
- 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.



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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