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**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 9 May 2023 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 virtually. 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 live in a virtual and interactive manner at the Shareholders' Meeting.**

**Shareholders have the choice of using the Lumi Connect platform ([www.lumiconnect.com](http://www.lumiconnect.com)) or directly contacting Solvay SA to complete the participation formalities (as described below). However, virtual 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 financial year 2022** (including the Corporate Governance Statement)
- 2. Auditor's report for the financial year 2022**
- 3. Communication of the consolidated accounts for the financial year 2022 - Report of the auditor on the consolidated accounts.**
- 4. Approval of the annual accounts for the financial year 2022 - Allocation of profit and determination of the dividend.**

Proposed resolution: it is proposed to approve the annual accounts for the financial year 2022 and the allocation of profit for the financial year and to set the gross dividend per share at EUR 4.05. After deduction of the interim dividend of EUR 1.54 gross per share paid on 18 January 2023, the balance of the dividend will therefore amount to EUR 2.51 gross per share, payable as from 17 May 2023.

- 5. Discharge of the directors for the financial year 2022**

Proposed resolution: it is proposed to grant discharge to the directors in office during the financial year 2022 for the performance of their duties during the financial year 2022.



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## **6. Discharge of the auditor for the financial year 2022**

Proposed resolution: it is proposed to grant discharge to the auditor in office during the financial year 2022 for the performance of its duties during the financial year 2022.

## **7. Approval of the remuneration report for the financial year 2022**

Proposed resolution: it is proposed to approve the remuneration report 2022 set out in chapter 5 of the Corporate Governance Statement.

## **8. Approval of the proposed special share option award for members of the Executive Committee**

Proposed resolution: in accordance with Solvay's Remuneration Policy, it is proposed to approve the grant of the special share option award for the members of the Executive Committee in order to promote executive commitment to Solvay in the context of project Power of 2.

Taking into consideration the advice of the Remuneration Committee, the Board of Directors recommends the adoption of this resolution by the Shareholders' Meeting. Details of the rationale for the use of the discretion foreseen in the Remuneration Policy and the grants that were approved (subject to approval by the Shareholders' Meeting), together with the related performance conditions set by the Board, are set out in the Remuneration Report Section of the 2022 Annual Report .

## **9. Board of Directors: Renewal of mandates – Appointments**

- a) The mandates of Mr. Marjan Oudeman, Ms. Rosemary Thorne and Mr. Charles Casimir-Lambert expire at the end of this Meeting. Mr. Charles Casimir-Lambert has decided not to apply for renewal of his mandate as director.
- b) Proposed resolution: it is proposed not to reallocate the mandate of Mr. Charles Casimir-Lambert. The Board of Directors will thus be reduced from 15 to 14 members.
- c) Proposed resolution: it is proposed to renew the mandate of Ms. Marjan Oudeman as director for a period of four years. Her mandate will expire at the end of the annual shareholders' meeting in May 2027.
- d) Proposed resolution: it is proposed to confirm the appointment of Ms. Marjan Oudeman as independent director.
- e) Proposed resolution: it is proposed to renew the mandate of 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 2024. Although Rosemary Thorne has reached the age limit set out in the Company's Corporate Governance Charter, it was considered appropriate to propose her renewal for a limited period of one year to ensure the continuity of ongoing projects within the Board of Directors.
- f) Proposed resolution: it is proposed to confirm the appointment of Ms. Rosemary Thorne as independent director.



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Taking into account the opinion of the Nomination Committee, the Board of Directors recommends the adoption of these resolutions by the Shareholders' Meeting.

## 10. 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 25 April 2023 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 Shareholders' Meeting.

**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. 3 May 2023.

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 this end, you will find enclosed a **PROXY** form that you may send us, **duly completed and signed**. This proxy must be in our possession by 3 May 2023 at the latest. The proxy must be sent exclusively directly to Solvay SA (and not via the Lumi Connect platform).

Shareholders who choose to use the Lumi Connect platform can use the platform to register to participate and vote remotely at 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.

#### **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.



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on Tuesday 25 April 2023 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 25 April 2023 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 3 May 2023 at the latest. The proxy must be sent exclusively directly to Solvay SA (and not via the Lumi Connect platform).

Shareholders who choose to use the Lumi Connect platform can register to participate and vote remotely during the Shareholders' Meeting.

In any case, the proxy will also serve to confirm your intention to participate in the Shareholders' Meeting. If you return the proxy, 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 provisions 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 e-mail to [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com). Shareholders who choose to use the Lumi Connect platform can use the platform to submit the above-mentioned documents, with the exception of proxies which must always be sent directly to Solvay SA.

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>, 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.



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

Shareholders can choose to participate in and vote virtually 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 25 April 2023 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, 3 May 2023 at the latest.

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 virtually at the Shareholders' Meeting, a double formality will apply:

On the one hand, only persons who are shareholders of Solvay SA on Tuesday 25 April 2023 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 clearing organisation 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 3 May 2023 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>).



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### **3) Common provisions 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 25 April, 2023) 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 clearing organisation 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 17 April, 2023 either by regular mail to the address of its registered office: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by email to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

If such requests or submissions are received by Solvay SA, it will publish, by Monday 24 April 2023 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](http://www.lumiconnect.com)), simultaneously with the publication of the amended agenda of the Shareholders' Meeting.



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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, 3 May 2023 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 e-mail at [ag.solvay@solvay.com](mailto: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 Shareholders' 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.

### **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 clearing organisation 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).



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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 Shareholders' 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](mailto: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