



Progress beyond

**SOLVAY SA  
ANNUAL SHAREHOLDERS' MEETING**

*Tuesday 9 May 2023 at 10:30 am  
Square Meeting Center Brussels, 1000 Brussels*

**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.

- 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 his 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 in chapter 5 of the Corporate Governance Statement.



Progress beyond

## **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.

## **10. Miscellaneous**