



Progress beyond

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

Shareholders are invited to attend the Extraordinary Shareholders' Meeting of Solvay SA that will take place on Friday 8 December 2023 at 10.30 a.m. (Belgian time) at rue de la Fusée 98, 1130 Brussels to deliberate and vote on the agenda described 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) 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

I. RESOLUTIONS WHICH CAN BE VALIDLY ADOPTED IF THE SHAREHOLDERS PRESENT OR REPRESENTED AT THE MEETING REPRESENT AT LEAST HALF OF THE CAPITAL, SUBJECT TO APPROVAL BY THREE-QUARTERS OF THE VOTES CAST

A. Partial demerger by absorption

1. Acknowledgment by the shareholders of the following documents, of which they can obtain a copy free of charge

- Proposal for a transaction treated as a demerger by absorption prepared by the Board of Directors of Solvay (the "Company" or the "Company to be partially demerged") and by the Board of Directors of the limited liability company "SYENSQO" having its registered office at 1130 Brussels, Rue de la Fusée 98, registered with the register of legal entities under number 0798.896.453 ("Syensqo" or the "Recipient Company"), in accordance with Article 12:8 *juncto* Article 12:59 of the Code of Companies and Associations (the "Demerger Proposal");
- Report of the Board of Directors of the Company on the Demerger Proposal, prepared in accordance with Article 12:8 *juncto* Article 12:61 of the Code of Companies and Associations; and



Progress beyond

- Report of the statutory auditor of the Company on the Demerger Proposal, prepared in accordance with Article 12:8 *juncto* Article 12:62 of the Code of Companies and Associations.

2. Communication regarding significant changes in the assets and liabilities of the companies involved in the demerger between the date of the Demerger Proposal and the date of the demerger, in accordance with Article 12:8 *juncto* Article 12:63 of the Code of Companies and Associations

3. Partial demerger – Determination of the exchange ratio – General conditions

Proposed resolution:

The Shareholders' Meeting approves the Demerger Proposal as well as the partial demerger of the Company, without the Company ceasing to exist, whereby the assets and liabilities comprising the "Specialty Perimeter", as described in the Demerger Proposal, will be demerged and contributed to Syensqo (the "Demerged Assets and Liabilities") pursuant to Article 12:8 *juncto* Articles 12:59 and following of the Code of Companies and Associations (the "Partial Demerger").

4. Capital reduction following the Partial Demerger

Proposed resolution:

As a result of the Partial Demerger, the Shareholders' Meeting decides to reduce the capital of the Company by 1,351,562,792.82 euros, bringing it from 1,588,146,240.00 euros to 236,583,447.18 euros, with effect as from completion of the Partial Demerger, without cancellation of existing shares.

5. Amendment of Article 5 of the Articles of Association

Proposed resolution:

The Shareholders' Meeting decides to amend Article 5 of the Articles of Association as follows, with effect as from completion of the Partial Demerger:

*"The capital is two hundred and thirty-six million five hundred and eighty-three thousand four hundred and forty-seven euros and eighteen cents (**EUR 236,583,447.18**). It is represented by one hundred and five million eight hundred and seventy six thousand four hundred and sixteen (**105,876,416**) shares without designated par value."*



Progress beyond

B. Authorized capital

- 6. Acknowledgement by the shareholders of the report of the Board of Directors prepared in accordance with Article 7:199, paragraph 2 of the Code of Companies and Associations**
- 7. Renewal of the authorization given to the Board of Directors to increase the capital**

Proposed resolution:

The Shareholders' Meeting decides to cancel the balance of the authorization granted to the Board of Directors by the Extraordinary Shareholders' Meeting of May 12, 2020 and to replace it with a new authorization to increase the capital pursuant to Articles 7:198 and following of the Code of Companies and Associations, in one or several instances, for a period of five (5) years, up to a maximum of 23,650,000 euros (excluding any issuance premium).

Consequently, the shareholders' meeting decides to replace the text of Article 8 of the Articles of Association as follows:

“The Board of Directors may increase the capital in one or several instances by an amount of maximum twenty-three million six hundred fifty thousand euro (EUR 23,650,000) (excluding any issuance premium). This 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 [December 8, 2023].

Any capital increase decided based on this Article may take any form, including by contributions in cash, by contributions in kind, by incorporation of reserves, whether available or unavailable for distribution or by incorporation of issuance premium or profits carried forward, with or without the issuance of new shares, whether preferred or not, with or without voting right, issued below, above or at par value, within the limits permitted by law. The Board of Directors may, in the framework of this authorisation, issue subscription rights, convertible bonds or other securities, within the limits foreseen by the Code of companies and associations.

The Board of Directors may limit or cancel the shareholders' preferential subscription right. This includes the limitation or cancellation of the shareholders' preferential subscription right in favour of one or more specified persons other than the employees of the company or its subsidiaries.

Any decision to use the authorisation granted to the Board of Directors to increase the capital pursuant to this Article 8 requires a majority of three quarters of the votes (rounded up to the nearest unit) of the directors present or represented on the Board.

The Board of Directors is empowered, with power of substitution, to amend the By-laws to take into account capital increases resulting from the exercise of its powers under this Article.”

- 8. Resolution to authorize the Board of Directors to increase the capital in the event of a takeover bid**

Proposed resolution:

The Shareholders' Meeting decides to authorize the Board of Directors to increase the capital in the event of a takeover bid on the Company, in one or several instances, for a period of two



Progress beyond

(2) years, under the conditions and within the limits set out in the new Article 8 of the Articles of Association and Article 7:202 of the Code of Companies and Associations.

Consequently, the Shareholders' Meeting decides to add a new paragraph to Article 8 of the Articles of Association, as follows:

“§2. The Board of Directors is further authorised, by resolution of the Extraordinary Shareholders' Meeting of [December 8, 2023], to increase the company's capital (including, if applicable, with limitation or cancellation of shareholders' preferential subscription right) in the event of a public takeover bid on the shares of the company, subject to the conditions and within the limits set out in paragraph 1 of this Article and in Article 7:202 of the Code of companies and associations. This authorisation is valid provided that the FSMA's notice of a takeover bid on the company is received within a period of two years from the Extraordinary Shareholders' Meeting of [December 8, 2023]. Capital increases effected by the Board of Directors by virtue of this authorisation will be deducted from the remaining amount of authorized capital under this Article.”

C. Acquisition of own shares

9. Renewal of the authorization given to the Board of Directors to acquire and pledge own shares

Proposed resolution:

The Shareholders' Meeting decides to cancel the authorization granted to the Board of Directors by the Extraordinary Shareholders' Meeting of May 12, 2020 and to replace it with a new authorization to acquire and pledge, for a period of five (5) years, the Company's own shares at a unit price which may not be lower than one euro (EUR 1.00) and which may not be higher than ten percent (10%) higher than the highest price of the last twenty (20) trading days preceding the transaction, without the Company at any time holding more than ten percent (10%) of the total number of shares issued.

Consequently, the Shareholders' Meeting decides to replace the text of Article 9 of the Articles of Association as follows:

“The company may, without prior authorisation of the Shareholders' Meeting, acquire or pledge its own shares at a unit price which may not be lower than one euro (EUR 1.00) and which may not be more than ten percent (10%) higher than the highest price of the last twenty (20) trading days 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 or pledging of shares in the company by any of its direct subsidiaries and, insofar as is necessary, indirect subsidiaries, and by any person acting in his or her own name but on behalf of such companies.

The nominal 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.



Progress beyond

This authorisation is valid for five years from the publication of the minutes of the Extraordinary Shareholders' Meeting of [December 8, 2023]."

10. Proposal to authorize the Board of Directors to acquire and pledge the Company's own shares in order to prevent serious and imminent harm to the Company

The Shareholders' Meeting decides to authorize the Board of Directors to acquire and pledge the Company's own shares when such acquisition or pledging is necessary to prevent serious and imminent harm to the Company, including in case of a public takeover bid on Company, for a period of two (2) years, in accordance with Article 7:215, §1, paragraphs 4 and 5 of the Code of Companies and Associations.

Consequently, the Shareholders' Meeting decides to add a new paragraph to the text of Article 9 of the Articles of Association, as follows:

"§2. The Board of Directors is further authorised, by resolution of the Extraordinary Shareholders' Meeting of [December 8, 2023], to acquire or pledge shares in the company, where such acquisition is necessary to prevent serious and imminent harm to the company, including in the event of a public takeover bid for the company's shares.

This authorisation is valid for two years from the publication of the minutes of the Extraordinary Shareholders' Meeting of [December 8, 2023]."

D. Disposal of own shares

11. Proposal to authorize the Board of Directors to dispose of its own shares to one or more specified persons other than employees

Proposed resolution:

The Shareholders' Meeting decides to authorize the Board of Directors to dispose of its own shares to one or more specified persons other than employees, subject to the conditions and within the limits set out in Article 7:218, §1, 4° of the Code of Companies and Associations.

Consequently, the Shareholders' Meeting decides to add a new paragraph to the text of Article 9 of the Articles of Association, as follows:

"§[3]. The Board of Directors is authorised to dispose of shares acquired under this Article, subject to compliance with the applicable legal requirements, to one or more specified persons other than employees of the company.

This authorisation extends to the disposal of shares in the company by any of its direct subsidiaries and, insofar as is necessary, indirect subsidiaries, and by any person acting in his or her own name but on behalf of such companies."

12. Resolution to authorize the Board of Directors to dispose of own shares in order to prevent serious and imminent harm to the Company

Proposed resolution:

The Shareholders' Meeting decides to authorize the Board of Directors to dispose of the Company's own shares in order to prevent serious and imminent harm to the Company,



Progress beyond

including in case of a public takeover bid on the Company, for a period of two (2) years, in accordance with Article 7:218, §1, 3° of the Code of Companies and Associations.

Consequently, the Shareholders' Meeting decides to add a new paragraph to the text of Article 9 of the Articles of Association, worded as follows:

“§[4]. The Board of Directors is further authorised, by resolution of the Extraordinary Shareholders' Meeting of [December 8, 2023], to dispose of shares in the company, subject to the conditions set out in Articles 7:215 and following of the Code of companies and associations, where such disposal is necessary to prevent serious and imminent harm to the company, including in the event of a public takeover bid for the company's shares.

This authorisation extends to the disposal of shares in the company by any of its direct subsidiaries and, insofar as is necessary, indirect subsidiaries, and by any person acting in his or her own name but on behalf of such companies.

This authorisation is valid for two years from the publication of the minutes of the Extraordinary Shareholders' Meeting of [December 8, 2023].”

E. Cancellation of own shares

13. Proposal to authorize the Board of Directors to cancel own shares

Proposed resolution:

The Shareholders' Meeting decides to authorize the Board of Directors to cancel, at any time, own shares acquired in accordance with resolutions no. 9 or 10 and to amend the Articles of Association to reflect the reduction of the total number of shares of the Company.

Consequently, the Shareholders' Meeting decides to add a new paragraph to the text of Article 9 of the Articles of Association, worded as follows:

“§[5]. The Board of Directors is also authorised to cancel the shares acquired pursuant to this Article, in accordance with Article 7:217, §1 of the Code of companies and associations and is empowered, with power of substitution, to amend the By-laws to take account of such cancellation of shares.”

F. Other changes to the Articles of Association

14. Date of the 2024 Ordinary Shareholders' Meeting

Proposed resolution:

The Shareholders' Meeting decides that, exceptionally, the Ordinary Shareholders' Meeting of the Company to be held in 2024 to resolve on the Company's financial statements for the year ended December 31, 2023 will take place on May 28, 2024.

Consequently, the Shareholders' Meeting decides to add a transitional provision in Article 26 of the Articles of Association as follows:



Progress beyond

"Transitional provision

Exceptionally, the Ordinary Shareholders' Meeting to be held in 2024 to resolve on the Company's financial statements for the financial year ended December 31, 2023 will take place on May 28, 2024. This provision will cease to have effect at the close of said Shareholders' Meeting."

15. Proposal to adopt a new version of the Company's Articles of Association

The proposed new Articles of Association, together with an explanatory note on the proposed changes and a mark-up of the current Articles of Association showing the proposed changes (deletions or additions), are available on the Company's website.

Proposed resolution:

The Shareholders' Meeting decides to adopt a new version of the Articles of Association (incorporating among others the amendments resulting from the proposed resolutions nr. 1 to 15 above which would have been approved), with effect from the completion of the Partial Demerger.

II. DECISIONS WHICH CAN BE VALIDLY ADOPTED BY A MAJORITY OF THE VOTES

G. Approval of change-of-control clauses pursuant to Article 7:151 of the Code of Companies and Associations

Under Article 7:151 of the Code of Companies and Associations, the Shareholders' Meeting is solely competent to approve provisions granting, to third parties, rights that have a material impact on the assets, liabilities or results of the Company or cause a substantial debt or liability for the Company, if the exercise of such rights depends on the launch of a public takeover bid on the shares of the Company or a change of control over the Company.

Further information on the change of control clauses submitted for approval at the Shareholders' Meeting can be found in the explanatory note for shareholders available on the Company's website.

16. Separation Agreement entered into between the Company and Syensqo in anticipation of the Partial Demerger

Proposed resolution:

The Shareholders' Meeting decides to approve, in accordance with Article 7:151 of the Code of Companies and Associations, Section 4.2 of the Separation Agreement entered into between the Company and Syensqo with effect from the completion of the Partial Demerger, to the extent said Section gives Syensqo the right to terminate (for the future) its indemnification undertakings towards the Company for environmental liabilities related to the Specialty Perimeter for which the Company would remain liable notwithstanding the Partial Demerger, in the event of a change of control over the Company (defined as the case where a third party reaches or crosses, alone or in concert, the threshold of 25% of voting securities of the Company, irrespective of whether this threshold is reached or crossed as a result of an



Progress beyond

acquisition of voting securities or otherwise, and subject to certain exceptions relating to Solvac SA/NV).

17. U.S. Tax Matters Agreement entered into between the Company and Syensqo, Essential Holding America LLC and Solvay Holding, Inc. in anticipation of the Partial Demerger

Proposed resolution:

The Shareholders' Meeting decides to approve, in accordance with Article 7:151 of the Code of Companies and Associations, Section 3.02 of the U.S. tax matters agreement entered into between the Company, Syensqo, Essential Holding America LLC and Solvay Holding, Inc. in anticipation of the Partial Demerger, insofar as it provides that the Company may be required to indemnify Syensqo or Solvay Holding, Inc. for certain adverse U.S. federal income tax consequences that may result from (i) certain future actions or omissions that could reasonably be expected to cause the Partial Demerger or the intragroup spin-off of certain U.S. entities (or certain associated transactions) to fail to qualify for their intended U.S. tax treatment, including actions or omissions which lead to or may lead to a change of control over the Company (within the meaning of Article 1:14 and following of the Belgian Code of Companies and Associations), or (ii) the acquisition by one or more persons of a 50% or greater interest (measured by vote or value) in the capital of the Company, including for the avoidance of doubt pursuant to a takeover bid (even if the Company does not participate in or otherwise facilitate the acquisition).

H. Remuneration policy

18. Exceptional bonus for the CEO

Proposed resolution:

The Shareholders' Meeting decides to approve the grant of a bonus of EUR 12,000,000.00 gross to the Chief Executive Officer of the Group, in recognition of her extraordinary commitment to the completion of the Partial Demerger.

Taking into account the opinion of the Remuneration Committee of October 30, 2023, the Board of Directors recommends the adoption of this resolution by the Shareholders' Meeting. The Board of Directors invites the shareholders of the Company to refer to the explanatory note available on the Company's website for further information on the exercise by the Remuneration Committee of its discretionary powers in the context of its recommendations to the Board of Directors, in accordance with the Company's Remuneration Policy.

I. Resignations and appointments

19. Resignations

Proposed resolution:

The Shareholders' Meeting acknowledges the voluntary and early resignation, with effect at the date of completion of the Partial Demerger, of the following directors:

- Mr. Nicolas Boël;



Progress beyond

- Ms. Ilham Kadri;
- Mr. Hervé Coppens d'Eeckenbrugge;
- Ms. Françoise de Viron;
- Ms. Rosemary Thorne;
- Mr. Gilles Michel;
- Ms. Agnès Lemarchand;
- Mr. Matti Lievonen; and
- Mr. Edouard Janssen.

20. Appointments

Proposed resolution:

The Shareholders' Meeting decides to appoint Thomas Aebischer to the Board of Directors for a term of four years. His term of office will expire at the close of the Shareholders' Meeting in May 2027. Mr. Aebischer meets the independence criteria set out in Article 3.5 of the Belgian Corporate Governance Code.

Proposed resolution:

The Shareholders' Meeting decides to appoint Thierry Bonnefous to the Board of Directors for a term of four years. His term of office will expire at the close of the Shareholders' Meeting in May 2027.

Proposed resolution:

The Shareholders' Meeting decides to appoint Yves Bonte to the Board of Directors for a term of four years. His term of office will expire at the close of the Shareholders' Meeting in May 2027. Mr. Bonte meets the independence criteria set out in Article 3.5 of the Belgian Corporate Governance Code.

Proposed resolution:

The Shareholders' Meeting decides to appoint Philippe Kehren to the Board of Directors for a term of four years. His term of office will expire at the close of the Shareholders' Meeting in May 2027.

Proposed resolution:

The Shareholders' Meeting decides to appoint Annette Stube to the Board of Directors for a term of four years. Her term of office will expire at the close of the Shareholders' Meeting in



Progress beyond

May 2027. Ms. Stube meets the independence criteria set out in Article 3.5 of the Belgian Corporate Governance Code.

Proposed resolution:

The Shareholders' Meeting decides to appoint Melchior de Vogüé to the Board of Directors for a term of four years. His term of office will expire at the close of the Shareholders' Meeting in May 2027.

21. Power of attorney

Proposed resolution:

The Shareholders' Meeting confers full powers:

- to the Board of Directors to implement the decisions taken;
- to any notary and/or employee of "Berquin Notaires" SCRL, to prepare, sign and file the coordinated text of the Company's Articles of Association in the electronic database provided for this purpose, in accordance with the relevant legal provisions;
- a special power of attorney to each member of staff of the notary "Berquin Notaires", Avenue Lloyd George 11, 1000 Brussels, with the right of substitution, in order, in one or more amending or supplementary authentic deeds, to have errors or omissions in the real estate description included in the present deed noted, and to this end to make all declarations, elect domicile, exempt the *Administration Générale de la Documentation Patrimoniale* from making an ex officio registration and to do all that will be necessary or useful in the context of mortgage publicity; and
- to Ms. Michèle Vervoort, with the possibility of substitution, in order to complete the formalities with a business counter for the registration/regularization of data with the *Banque-Carrefour des Entreprises*, and, where applicable, with the Value Added Tax Administration.

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 Friday 24 November 2023 at midnight (Belgian time) (hereinafter the "**record date**") will have the right to participate and vote at the Shareholders'



Progress beyond

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. 2 December 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**. To be valid, this proxy must be in our possession by 2 December 2023 at the latest. The proxy must be sent exclusively directly to Solvay SA (and not via the Lumi Connect platform).

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.

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

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 Friday 24 November 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 Solvay SA.

Only persons who are shareholders of Solvay SA on Friday 24 November 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 Saturday 2 December 2023 at the latest. The proxy must be sent exclusively directly to Solvay SA (and not via the Lumi Connect platform).

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.

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



Progress beyond

3) **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. 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 and 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 holder (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.

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 during 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 Friday 24 November 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. Saturday 2 December 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>).



Progress beyond

2) Holders of dematerialised shares

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

On the one hand, only persons who are shareholders of Solvay SA on Friday 24 November 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. Saturday 2 December 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>).

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 Friday 24 November 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 settlement institution certifying that the relevant number of dematerialised shares is recorded in the shareholder's account.



Progress beyond

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 Thursday 16 November, 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.

If such requests or submissions are received by Solvay SA, it will publish, by Thursday 23 November 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), 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 Saturday 2 December 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.

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.



Progress beyond

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 institution 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 (except for the proxy form).

OTHER INFORMATION

The Shareholders' Meeting may only validly deliberate on items 1 to 15 on the agenda if the shareholders present or represented at the Shareholders' Meeting represent at least half of the share capital. If it appears, on the basis of the information received by the sixth day prior to the date of the Shareholders' Meeting, i.e. Saturday 2 December 2023, that the quorum required for the approval of these resolutions will not be reached, a new extraordinary shareholders' meeting of Solvay SA will be convened with the same agenda. It will be held on Friday 29 December 2023 at 10.30 a.m. (Belgian time). This second meeting will be able to validly deliberate and decide, regardless of the portion of the capital represented by the shareholders present or represented.

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 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>.



Progress beyond

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