

**To be valid, this proxy must be received by Solvay SA
no later than 2 December 2023**

PROXY FOR THE EXTRAORDINARY SHAREHOLDERS' MEETING OF SOLVAY SA ON 8 DECEMBER 2023

I, the undersigned (name, first name and address to be completed)

holder of Solvay SA shares, on the record date, set on Friday 24 November 2023 at midnight, hereby declares I grant authority to

Name, first name :

Address :

or failing that, to Mr Pascal Hubinont

each with the right of substitution,

to represent me at the Extraordinary Shareholders' Meeting of Solvay SA that will take place on Friday 8 December 2023 at 10.30 a.m. (Belgian time) and to vote in my name on all the items on the agenda.

The proxy holder may also sign all deeds, documents, minutes, attendance lists and other documents relating to the Shareholders' Meeting and, in general, do whatever is necessary to fulfil this mandate.

Legal entity shareholders must specify the name(s), first name(s) and capacity of the physical person(s) who sign(s) this proxy form on their behalf. The physical person(s) hereby declare(s) and warrant(s) to Solvay SA to have full authority to execute this proxy form.

Solvay SA must be provided with this proxy, duly completed and signed, by **2 December 2023** at the latest. In addition, shareholders must comply with the registration procedure described in the convening notice to the Shareholders' Meeting. The proxy may be sent either by mail to the company's registered office: Solvay SA, Shareholders' Meeting, 310 rue de Ransbeek, 1120 Brussels, or by e-mail to ag.solvay@solvay.com.

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Each proxy must provide precise voting instructions for each item on the agenda.

In the absence of indication on how to vote for one or more of the resolutions proposed below or if the instructions as to the meaning of the vote given by the shareholder are not clear, this will constitute an instruction to vote in favour of the relevant proposed resolution(s).

* * *

Annual Shareholders' Meeting

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
 - 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

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").

FOR AGAINST ABSTAIN

4. Capital reduction following the Partial Demerger

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.

FOR AGAINST ABSTAIN

5. Amendment of Article 5 of the Articles of Association

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."

FOR AGAINST ABSTAIN

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

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."

FOR AGAINST ABSTAIN

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

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 (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."

FOR AGAINST ABSTAIN

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

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.

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

FOR AGAINST ABSTAIN

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]."

FOR AGAINST ABSTAIN

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

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."

FOR AGAINST ABSTAIN

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

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, 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]."

FOR AGAINST ABSTAIN

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

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.*”

FOR AGAINST ABSTAIN

14. Date of the 2024 Ordinary Shareholders' Meeting

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:

"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."

FOR AGAINST ABSTAIN

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

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.

FOR AGAINST ABSTAIN

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

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

FOR AGAINST ABSTAIN

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

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).

FOR AGAINST ABSTAIN

18. Exceptional bonus for the CEO

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.

FOR AGAINST ABSTAIN

19. Resignations

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;
- 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

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.

FOR AGAINST ABSTAIN

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.

FOR AGAINST ABSTAIN

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.

FOR AGAINST ABSTAIN

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.

FOR AGAINST ABSTAIN

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

FOR AGAINST ABSTAIN

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.

FOR AGAINST ABSTAIN

21. Power of attorney

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.

FOR AGAINST ABSTAIN

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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/or to submit resolution proposals with regard to existing agenda items or new items to be added to the agenda, proxies submitted prior to the publication of the revised agenda shall remain valid for the agenda items that they cover. Solvay SA will also make the revised agenda and a revised model of shareholder proxy form available on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) at the latest on 23 November 2023, in order to allow shareholders who would wish to give specific voting instructions on the new agenda items and/or new/alternative proposed resolutions.

In case new/alternative proposed resolutions are submitted with respect to agenda items existing after the notified proxies, the proxy holder shall abstain from voting on the new/alternative proposed resolutions. However, in this case, shareholders will have the possibility to send a new proxy to Solvay SA, using the revised proxy form mentioned in the previous paragraph.

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>.

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).

Signature must be preceded by the notation "Good for Authorization"