



**SOLVAY Limited Liability Company**  
**EXTRAORDINARY SHAREHOLDERS' MEETING**  
**Tuesday May 12, 2020 at 10.30 am**  
**310 rue de Ransbeek, 1120 Brussels**  
**AGENDA**

**A. Authorised capital**

**1. Report of the Board of Directors drawn up in accordance with article 7:199 paragraph 2 of the Code of Companies and Associations.**

**2. Proposal to decide:**

- a. To grant, for a period of 5 years starting at the publication in the Belgian State Gazette of this decision, an authorised capital for the amount of EUR 158,000,000, with the possibility to incorporate reserves, to issue subscription rights and convertible bonds and to limit or cancel the preferential subscription right including to the benefit of one or more specified persons other than members of the personnel.

- b. To replace, consequently, the text of article 7 bis of the articles of association with the following text:

*“The Board of Directors may increase the capital once or several times by an amount of one hundred fifty-eight million euro (EUR 158,000,000) . The 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 12 May 2020. Any capital increase decided by the board of directors on the basis of this authorization must take place either with statutory preferential subscription right or non-statutory preferential subscription right*

*Any capital increase decided on the basis of this authorisation may be achieved by contributions in cash, by contributions in kind, by capitalisation of reserves, whether available or unavailable for distribution or by capitalisation of issue premium, with or without the issuance of new shares, whether preferred or not, with or without voting right. The Board of Directors may, in the framework of this authorisation, issue subscription rights or convertible bonds.*

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

*Comment – It is specified that the board of directors shall not proceed with a capital increase by contributions in kind or by contributions in cash limiting or cancelling the preferential subscription right in the event of a public take-over bid targeting the company.*

## **B. Buy-back of own shares**

Proposal to decide to authorise the company to acquire its own shares under the conditions set out in the text provided hereafter, and consequently, to cancel article 9 of the articles of association and to replace the text of article 8 of the articles of association with the following text:

*“The company may, without prior authorisation of the Shareholders’ Meeting, acquire its own shares at a unit price which may not be more than ten percent (10%) lower than the lowest price of the last twenty (20) quotations preceding the transaction and which may not be more than ten percent (10%) higher than the highest price of the last twenty (20) quotations 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 of shares of the company by one of its direct subsidiaries, within the meaning and limits of Article 7:221, paragraph 1 of the Code of companies and associations.*

*The par 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 12 May 2020.”*

*Comment - It is specified that the company does not request that the authorisation allows the board of directors to acquire own shares in the event of “serious and imminent damage”, such as, for example, in the event of a public take-over bid targeting the company.*

## **C. Other amendments to the articles of association**

### **a) Means of voting at the shareholders’ meeting**

Proposal to decide to replace the text of article 37 of the articles of association with the following text:

*“Votes at the meeting shall be expressed by electronic control or by any other means ensuring the secrecy of the vote, unless a majority of the Shareholders’ Meeting decides otherwise.”*

### **b) New articles of association**

Proposal to decide – in order to align the articles of association with the Code of Companies and Associations and to simplify and modernise certain of their provisions – to purely and simply replace the current text of the articles of association, in relation to the French version as well as the Dutch version, with a new text (integrating the amendments proposed under points A(2b), B and C(a) of the agenda).

This new text, together with an informative document regarding the proposed amendments and a document containing the current articles of association with indication of the amendments (deletions or additions), is available as from 4 March 2020 on the website of the company under the reference <https://www.solvay.be/fr/index.html>. The shareholders may receive these documents free of charge by a request addressed by email to the address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).



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**Headquarters – 310 rue de Ransbeek, 1120 Brussels**  
**Brussels, RPM 403 091 220**

***Explanatory note regarding the extraordinary shareholders' meeting of April 3, 2020 at 10.00 am and May 12, 2020 at 10.30 am***

The extraordinary shareholders' meeting has as an object to grant certain authorisations to the board of directors and to adapt the articles of association of the company taking into account the new companies and associations Code (CAC). This document should be read in conjunction with the agenda and with the other documents it refers to.

**A. Authorised capital (art. 8 of the new articles of association)**

The board of directors requests the granting of authorised capital in the same way as benefits the majority of the other companies of the BEL 20.

Such authorisation will enable the board to raise the capital by a maximum of 10% of the current amount of the capital. It is to be noted that this limit of 10% is far lower than the statutory limit, which is 100%. The requested authorisation allows for the limitation and cancellation of the preferential subscription right (subject to what is set out hereafter). It has a duration of five years.

The details of the proposed modalities and the purposes for which the authorised capital can be used are described in a special report of the board of directors which was made available to the shareholders. This report was drawn up in accordance with the CAC.

It is set out that the board of directors will not be able to proceed with a capital increase by contributions in kind or by contributions in cash limiting or cancelling the preferential subscription right in the event of a public take-over bid targeting the company. Such capital increases can only take place upon an explicit decision of the shareholders' meeting itself.

**B. Own shares (art. 9 of the new articles of association)**

The board of directors requests that the articles of association authorise it to acquire shares of the company, as is the case for the majority of the other companies of the BEL 20.

The value of the acquired shares (including those which the company would have acquired before and would hold and those acquired by a direct subsidiary) cannot

surpass 10% of the capital. It is to be noted that this limit is far stricter than the CAC, which does not impose any percentage limit.

The purchase price will have to be in line with the stock exchange price. More particularly, the price cannot be more than 10% lower than the lowest trading price of the last 20 trading prices preceding the acquisition and not be more than 10% higher than the highest trading price of the last 20 trading prices preceding the acquisition.

The requested authorisation is valid for five years.

It will, for example, be available in the framework of a participation plan for personnel, for potential buy-back programs for own shares or any other operation in accordance with the object and with the CAC.

The company does not request, however, that the authorisation would permit the board of directors to engage in the acquisition of own shares in the event of “grave and imminent loss”, in particular, for example, in the event of a public take-over bid targeting the company. In such cases, acquisitions of own shares can only be decided upon by the shareholders’ meeting itself.

### **C. Other amendments to the articles of association**

#### **a) Means of voting at the shareholders’ meeting (art. 37 of the new articles of association)**

It is proposed to modernise the old articles of association and to align them with current practice, merely referring to electronic remote controls or any other means to vote which assures the confidentiality of the vote. Every shareholders’ meeting will maintain the power to decide otherwise by a majority of the votes.

#### **b) New articles of association**

In order to (a) align the articles of association with the CAC and (b) simplify and modernise certain provisions, it is proposed to replace the current text of the articles of association with a new text.

This new text, as well as a text containing the current articles of association with indication of the amendments (deletions or additions), is at the disposal of the shareholders, in particular on the website of the company. Further, the shareholders will find a list of comments concerning the principal points below, by way of illustration.

- The governance structure of Solvay remains unchanged.
- Solvay does not opt for the double voting right (permitted as a possibility by the CAC). Each share therefore continues to give right to one single vote.
- It is proposed to make use of the enhanced flexibility offered by the CAC by enabling the board of directors to adopt resolutions through written and unanimous consent of the directors, even for matters which are neither exceptional nor urgent (art. 17 of the new articles of association).
- It is further proposed to allow a director to represent more than one of his colleagues who gave him/her a proxy, which is in accordance with the CAC (art. 18 of the new articles of association). The articles of association have provided up to now that a director could only represent one of his/her colleagues.

- It will be set out that the non-executive directors do not receive variable remuneration (art. 24 of the new articles of association). This corresponds to the remuneration policy of the company and to the applicable recommendations.
- As now required by the CAC, it will be provided that the board of directors shall convene the shareholders' meeting when shareholders who represent 10% of the capital demand it. Previously, this threshold was 20% (new art. 26).
- It is proposed to simplify the provisions concerning the control of the accounts (chapter IV), the annual accounts (chapter VI) and dissolution (chapter VII), without any significant change.
- It will be provided that all directors elect domicile at the registered office of the company for all matters relating to their mandate (new art. 41).

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***Special report by the Board of Directors on the use and purpose of the authorized capital***

**prepared in accordance with Article 7:199 of the  
Belgian Companies and Associations Code**

Dear Shareholders,

In accordance with Article 7:199 of the Belgian Companies and Associations Code, we are pleased to present to you our report on the proposal that will be made to the extraordinary shareholders' meeting which will be held on April 3 2020, in case that the quorum of 50% of the shares present or represented at the meeting is not met, on 12 May 2020, to grant to the board of directors the authorization to increase the capital of Solvay SA ("**Solvay**") for general purposes by a maximum amount of EUR 158,000,000. Capital increases under this authorization can be made by incorporation of reserves, issue of subscription rights and convertible bonds and limitation or cancellation of preferential subscription rights, as the case may be in favour of one or more specific persons other than members of personnel.

The board of directors proposes that this authorization be granted for a period of five years as from the publication in the Annexes to the Belgian State Gazette of an extract of the resolution of the extraordinary shareholders' meeting approving this proposal.

**1 Use and purpose of the authorized capital**

**1.1 Scope of the authorization to the board of directors**

The authorized capital offers the ability to increase net assets quickly and efficiently, by reducing the formalities associated with a capital increase decided by the extraordinary shareholders' meeting. It allows for a swift execution while accounting for potential fluctuations in the financial markets and opportunities that will arise in the interest of Solvay.

The circumstances and objectives for the use of the authorized capital by the board of directors include the following potential objectives:

- to bring in fresh capital for Solvay or for one or more of its subsidiaries, either from all investors or on a specific market (issue in favour of unspecified persons), or from one or more specified persons (issue in favour of determined persons);
- to fund investment opportunities that are in line with the strategy of the Solvay group;
- to remunerate one or more contributions in kind;

- [to make it possible to pay a share dividend, if the board would elect to do so;]
- to reorganise the equity structure, amongst other things by incorporating reserves into the capital, with or without the free allocation of shares or by incorporating the issuance premium account;
- to incentivise all or some managers and staff of Solvay or the Solvay group;
- to cover commitments to be made by the board of directors in the context of any issue of financial instruments; and/or
- to cover any other circumstances or objectives which the board of directors may deem appropriate.

The board of directors confirms that any capital increase pursuant to the authorized capital will be in accordance with the corporate interest of Solvay, including its shareholders.

## 1.2 Operations excluded from the authorization to the board of directors

In accordance with the Belgian Companies and Associations Code, the board of directors may not use the authorized capital for the following operations:

- the issue of subscription rights reserved primarily for one or more specific persons other than members of personnel of Solvay;
- the issue of shares with multiple voting rights or of securities giving the right to issue or convert into shares with multiple voting rights;
- a capital increase to be carried out mainly through contributions in kind reserved exclusively for a shareholder of Solvay holding securities of Solvay to which more than 10% of the voting rights are attached; and
- the issue of a new class of securities.

In addition, as from the moment Solvay would receive notification from the FSMA that it has received a notice of a public takeover bid for the Solvay shares and until the bid is closed, the board of directors of Solvay may no longer (i) carry out a capital increase by contributions in kind or by contributions in cash by limiting or cancelling the preferential subscription right of the existing shareholders and (ii) issue securities, whether or not representing capital, conferring voting rights, as well as securities giving the right to subscribe for or acquire such securities, if such securities or rights are not offered in preference to the shareholders in proportion to the part of the capital represented by their shares<sup>1</sup>.

Although it is possible for the shareholders' meeting to expressly authorize the board of directors to increase the capital of Solvay in such circumstances, such special authorization is not requested by the board of directors, so that it will not be able to use the authorized capital in the context of a public takeover bid<sup>1</sup>.

## 2 Parameters of the authorized capital

The requested authorization aims to enable the board of directors to increase the capital of Solvay, in one or more transactions, with a maximum amount of EUR 158,000,000 plus issuance premium. Applied to an accounting par value of EUR 15, this enables the issuance

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<sup>1</sup> However, this prohibition does not apply to commitments validly entered into before receipt of the above notification from the FSMA.

of up to 10,533,333 shares, representing approximately 10% of the total current capital of Solvay.

The board of directors further proposes that this authorization takes effect as from the date of publication in the Annexes to the Belgian State Gazette of an excerpt of the resolution of the extraordinary shareholders' meeting resolving on the authorized capital and the corresponding change to the articles of association and be granted for a period of five years as from such date.

This capital increase may be achieved, amongst other means, by contributions in cash, by contributions in kind, by incorporation, with or without the issue of new shares, of available or non-available reserves (including the issuance premium account), or by issuing subscription rights and convertible bonds, with or without limitation or cancellation of the preferential subscription right of the existing shareholders, including in favour of one or more specific persons other than members of personnel.

If it decides to limit or cancel the preferential subscription right of the existing shareholders, the board of directors will prepare a special report setting out the justification for its decision, the consequences of the decision on the financial and political rights of the shareholders and describing, if applicable, the identity of the specific persons in favour of whom the preferential subscription right of the existing shareholders has been limited or cancelled. The auditor of Solvay will also prepare a report in this respect.

In accordance with Article 7:203 of the Belgian Companies and Associations Code, the annual report of the board of directors will contain a discussion of the capital increase carried out in the framework of the authorized capital, together with, where applicable, an appropriate commentary on the conditions and effective consequences of capital increases or issues of convertible bonds or subscription rights in which the board of directors has limited or cancelled the preferential subscription rights.

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In view of the above, we propose that you grant the authorization for the board of directors to increase the capital within the conditions stated above.

February, 25 2020.

For the board of directors,

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Director

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Director