

**PROXY**

I the undersigned \_\_\_\_\_

Legal entities must specify the name (s), first name(s) and capacity of the physical person(s) who sign(s) this proxy form on their behalf. If the undersigned is not a physical person who executes this proxy form himself/herself, the signatory hereby declares and warrants to Solvay SA to have full authority to execute this shareholder proxy form on behalf of the undersigned.

holder of \_\_\_\_\_ shares, on the record date, of Solvay SA, with registered office at 310 Rue de Ransbeek, 1120 Brussels,

hereby grants authority, in accordance with the Royal Decree of 9 April 2020 containing various provisions on corporate law in the framework of the fight against the Covid-19 pandemic (the "**Royal Decree**"), with right to substitution, to Solvay SA and any other person designated by the board of directors of Solvay SA to represent him/her, as the case may be,

to represent me in the Solvay SA Ordinary and Extraordinary Shareholders' Meetings that will take place on Tuesday May 12, 2020 at 10.30 am. (Belgian time) at the Solvay Corporate Headquarters, 310 rue de Ransbeek at 1120 Brussels (and at all other meetings that will be held with the same agenda if the Shareholders' Meetings should be adjourned or postponed or should not have been validly convened) and to vote in my name for all the items on the agenda.

In accordance with the Royal Decree, this proxy may only be given to the company (or any other person designated by the company).

Pursuant to Article 7:143, §4, of the Belgian Companies and Associations Code, Solvay SA and any person designated by the board of directors of Solvay SA, acting as proxy holder of the shareholder, are in a situation of conflicts of interest and, therefore, they may only cast a vote for and on behalf of the shareholder if they contain specific voting instructions for each item on the agenda. Solvay therefore urges you to express a specific voting instruction by ticking one box for each item on the agenda.

**If you fail to tick the box for an item on the agenda or if, for whatever reason, there is insufficient clarity with regard to the instructions given, you will be deemed to have granted the specific instruction to vote in favour of such item.**

**A. Ordinary Shareholders' meeting**

1. Management Report 2019 including the Declaration of Corporate Governance, External Auditor's Report.
2. Approval of compensation report.  
It is proposed to approve the compensation report found in chapter 5 of the Declaration of Corporate Governance.  
**FOR**  **AGAINST**  **ABSTAIN**
3. Consolidated accounts from 2019 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2019 – Allocation of results, setting of dividend.  
It is proposed to approve the annual accounts as well as the allocation of results for the year and to set the gross dividend per entirely liberated share at 3.75 EUR. After deduction of the prepayment of dividend at 1.50 EUR gross per share paid on January 20, 2020, the balance of the dividend will amount to 2.25 EUR gross, payable as of May 20, 2020.  
**FOR**  **AGAINST**  **ABSTAIN**
5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2019.  
It is proposed to discharge the liability  
of the Board members and **FOR**  **AGAINST**  **ABSTAIN**   
of the External Auditor in office **FOR**  **AGAINST**  **ABSTAIN**

on the operations relating to 2019 fiscal year.

6. Compensation policy:

It is proposed to approve the Compensation policy.

FOR  AGAINST  ABSTAIN

7. Board of Directors: Term renewals – Nominations

a) The term of Mr. Jean-Marie Solvay will expire at the end of this meeting.

b) Mr. Jean-Marie Solvay has decided not to request the renewal of his mandate as Board members.

c) It is proposed to appoint Mrs. Aude Thibaut de Maisières as a Board member for a period of four years to replace Mr. Jean-Marie Solvay.

FOR  AGAINST  ABSTAIN

The mandate of Mrs. Aude Thibaut de Maisières will expire at the end of the General Shareholders' Meeting in May 2024.

d) It is proposed to designate Mrs. Aude Thibaut de Maisières as an independent Board member on the Board of Directors.

FOR  AGAINST  ABSTAIN

8. Miscellaneous.

**B. Extraordinary Shareholders' meeting**

**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."*

FOR  AGAINST  ABSTAIN

**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.*"

FOR  AGAINST  ABSTAIN

**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."

FOR  AGAINST  ABSTAIN

**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).

FOR  AGAINST  ABSTAIN

I note that I will be represented at the Ordinary and Extraordinary Shareholders' Meetings for the total number of shares registered in my name on the record date, which is Tuesday April 28, 2020 at midnight.

The proxy holder will abstain from voting on any new items that may be added to the agenda at the request of shareholder(s) owning at least 3% of the capital.

In addition, the proxy holder may:

A. pass and sign all deeds, items, minutes, attendance lists and other documents.

B. in general, do all that is necessary to carry out this proxy, promising ratification in advance.

**Data Protection:**

Solvay is responsible for the processing of the personal information that it receives from shareholders in the context of the Meetings in accordance with applicable data privacy laws.

Such information will be used for the purposes of analyzing and administrating the attendance and voting process in connection with the Meetings, as set out in this convening notice, and will be transferred to third parties assisting the Company for the above purposes. This information will not be kept longer than necessary for these purposes. Shareholders can consult the "Data Protection and Privacy Policy" with the link <https://www.solvay.com/en/information/data-protection-and-privacy-policy.html>. They may request access to their data and any additional modification by contacting Mrs. Michèle Vervoort, Solvay SA, [310, rue de Ransbeek - 1120 Brussels \(Belgium\)](#) (tel: +32 (0) 2 264 15 32 / e-mail: [michele.vervoort@solvay.com](mailto:michele.vervoort@solvay.com))

Solvay SA must receive this proxy form, **completed and signed, no later than May 8, 2020.**

Shareholders who want to be represented by a proxy holder at the Shareholders' Meetings must in addition comply with the registration and confirmation procedure, as described in the convening notice to the Shareholders' Meetings.

This proxy form can be sent by regular mail to the corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by electronic mail to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com), or by fax at +32-(0)2.264.37.67. In the case of sending via e-mail, a scanned or photographed copy of the completed and signed proxy should be sent to the company.

Signed at \_\_\_\_\_, on \_\_\_\_\_ 2020.

**Signature**