

SOLVAY SA
INTERNAL RULES OF THE Environmental, Social and Governance (ESG) Committee

I. COMPOSITION OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) COMMITTEE

1. Number of Members – Terms

The ESG Committee is composed of a minimum of five Members.

The ESG Committee Members are appointed for a two-year renewable term.

2. Appointment of Members

The ESG Committee Members are appointed by the Board of Directors, amongst its members, based on a proposal of the Chairperson of the Board of Directors, who consults the Nominations Committee beforehand.

A majority of the ESG Committee Members are independent Directors according to the criteria defined in the 2020 Code and further identified by the Board of Directors.

3. Chairperson

The ESG Committee is chaired by an independent member of the Board of Directors, based on a proposal of the Chairperson of the Board of Directors, who consults the Nominations Committee beforehand.

4. Secretary

The Group Corporate Secretary acts as Secretary to the ESG Committee.

The Group Corporate Secretary, under the supervision of the Chairperson:

- organizes the meetings of the ESG Committee, sends the convening notices, agendas and files containing, for each agenda item, the required information to carry out its responsibilities
- prepares the minutes of the ESG Committee meetings and prepares the reports to the Board of Directors.

Without prejudice to the other duties incumbent upon him/her, the Chairperson:

- Convenes and chairs the ESG Committee meetings;
- Sets the agenda for the ESG Committee meetings and ensures proper execution of the procedures related to preparation, deliberation and approval of the resolutions;
- Ensures that the ESG Committee Members receive, in a timely manner, all information and documents necessary so that the ESG Committee can make decisions with full knowledge of the facts.

II. ROLE AND MISSIONS OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) COMMITTEE

- The objective of the committee is: a) to consider the material ESG issues relevant to the Group's business activities; b) to provide guidance and recommendations to the Board on these issues, including in the context of the implementation and potential review of the Solvay One Planet sustainability strategy and the Group's non-financial reporting; and c) to be in line with the new Corporate Sustainability Reporting Directive (CSRD), when applicable.
- The committee oversees an annual review of the Group's ESG policies, progress and effectiveness taking into account: a) relevant risk & opportunity mapping; b) *the new sustainability developments, and their impact on the Group*; c) *the Group's current sustainability performance, and main strengths and challenges*; and d) *future priorities, opportunities and challenges in this respect*. The results of such annual review shall be presented to the full Board, including the following:
 - Environmental topics, including climate-related risk mitigation, legacy environmental risks and potential future exposures, regulatory developments (especially in the chemicals sector).
 - Social topics including the health, welfare, and careers of its employees, contractors, suppliers and the broader communities where it operates.
 - Governance topics, including oversight of the integration of the ESG commitments in Solvay's business activities, related internal and external reporting and effectiveness of engagement with stakeholders (such as investors, agencies, experts, proxy firms, communities) on ESG related matters. In addition, the ESG Committee will collaborate as appropriate with other committees with oversight responsibility for executive compensation, talent management, compliance and other shared topics.

III. FUNCTIONING OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) COMMITTEE

1. Frequency of meetings

- The ESG Committee meets three times per year, one of which to include the full Board of Directors

2. Agenda

- The Chairperson sets the agenda of each meeting, considering proposals sent to the Board of Directors or fellow ESG Committee members.

3. Convening Notices and Prior Information

The Group Corporate Secretary sends the convening notices to the ESG Committee Members, as well as the agenda and the file containing, for each agenda item, the required information for decision-making.

The convening notice together with the information file are made available to the ESG Committee Members on the Board's electronic platform and are sent to the ESG Committee Members by e-mail or by regular mail, depending on requests and/or the most appropriate methods with regard to the volume of documents to be communicated.

ESG Committee meetings convened and the documents and information sent at least six (6) days before the meeting, except in emergency, an explanation of which must be given in the minutes.

The convening notice mentions the time and place of the meeting, as well as its agenda.

4. Attendance and Functioning

- The ESG Committee may invite to its meetings any person whose presence would be useful.
- *The ESG Committee Members may attend the meetings via telephone, videoconference or any other analogous means of communication; they will be considered present at the meeting.*

5. Quorum

The ESG Committee may validly deliberate only if at least one-half of the members are present.

6. Voting and Majority

The advice given by the ESG Committee and the recommendations made are approved by a simple majority of votes. In case of a tie vote, the Chairperson has the casting vote.

7. Minutes

The minutes of the ESG Committee meetings are prepared by the Group Corporate Secretary, who submits drafts first to the Chairperson and then to the Board of Directors.

The Chairperson of the ESG Committee and the Group Corporate Secretary may deliver certified extracts.

IV. REPORTING TO THE BOARD OF DIRECTORS

The ESG Committee is an advisory body. The ESG Committee regularly reports to the Board of Directors, including by giving its recommendations as well as during the yearly meeting with the full Board.

The Board of Directors remains the sole decision-making body. The missions of the ESG Committee are without prejudice to the legal missions of the Board of Directors.

V. COMPENSATION OF THE MEMBERS OF THE ENVIRONMENTAL, SOCIAL AND GOVERNANCE (ESG) COMMITTEE

In line with other Board Committees, ESG Committee Members earn a fixed compensation of € 2,500 gross for each of the ESG Committee meetings whereas the Chairperson earns € 4,000 for each of ESG Committee meetings.

VI. EVALUATION

The ESG Committee regularly (at least every two to three years) re-examines its internal rules, evaluates its own effectiveness and recommends to the Board of Directors any improvement considered necessary.

In the framework of its own evaluation, the Board of Directors regularly (at least every 3 years) evaluates the ESG Committee and its functioning and composition.

Possible improvements and recommendations are decided by the Board of Directors and implemented by the ESG Committee.