



**SOLVAY SA/NV**  
**ORDINARY SHAREHOLDERS' MEETING**  
**Tuesday 28 May 2024 at 10.30 a.m.**

**Event Lounge, Boulevard Général Wahis 16/F, 1030 Brussels**

**AGENDA**

- 1. Management report for the financial year 2023 (including the Corporate Governance Statement)**
- 2. Auditor's report for the financial year 2023**
- 3. Communication of the consolidated accounts for the financial year 2023 – Auditor's report on the consolidated accounts**
- 4. Approval of the annual accounts for the financial year 2023 – Allocation of profits and determination of the dividend**

Proposed resolution: To approve the annual accounts and the allocation of profits for the financial year 2023 and to set the gross dividend per share at EUR 2.43. After deduction of the gross interim dividend of EUR 1.62 per share paid on 17 January 2024, the balance of the gross dividend amounts to EUR 0.81 per share, payable as from 5 June 2024.

- 5. Discharge of the directors for the financial year 2023**

Proposed resolution: To grant discharge to the directors in office during the financial year 2023 for the performance of their duties during the financial year 2023.

- 6. Discharge of the auditor for the financial year 2023**

Proposed resolution: To grant discharge to the auditor in office during the financial year 2023 for the performance of its duties during the financial year 2023.

- 7. Approval of the remuneration report relating to the financial year 2023**

Proposed resolution: To approve the remuneration report relating to the financial year 2023, as included in chapter 6 of the Corporate Governance Statement.

## 8. Approval of the revised gross amounts of the directors' pay

Proposed resolution: Upon recommendation of the Compensation Committee, to amend, with effect from 1 January 2024, the gross remuneration of non-executive directors, as follows:

Board of Directors	
Chair (*) Retainer	275,000€
Vice-Chair Retainer	95,000€
Member Retainer	67,000€
Attendance Fee	2,000€
Audit and Risk Committee (**)	
Chair Retainer	18,000€
Member Retainer	8,000€
Attendance Fee	2,000€
Other Committees (**)	
Chair Retainer	16,000€
Member Retainer	6,000€
Attendance Fee	1,000€



*(\*) The Chairman of the Board is only eligible to earn a retainer and attendance fees with respect to Board Meetings. No additional retainers and/or attendance fees are payable to the Chairman of the Board in connection with Committee meetings.*

*(\*\*) In addition to the remuneration as a member of the Board of Directors.*

#### **9. Board of Directors: Renewal of mandate**

Proposed resolution: To renew the mandate of Ms Aude Thibaut de Maisières for a period of four years, as her current mandate expires at the end of this meeting. Her mandate will expire at the end of the annual shareholders' meeting which will approve the annual accounts relating to the financial year 2027.

#### **10. Appointment of EY regarding the assurance of sustainability information imposed by the EU Directive 2022/2464 of 14 December 2022 of the European Parliament and the European Council on sustainability reporting (Corporate Sustainability Reporting Directive)**

Proposed resolution: On the proposal of the Board of Directors, acting on the recommendation of the Audit and Risk Committee and on the recommendation of the works council, to charge EY Bedrijfsrevisoren BV, with registered office at Kouterveldstraat 7b, 1831 Diegem, Belgium, represented by Eric Van Hoof, with the assignment regarding the assurance of sustainability information for a period that will be aligned with the current mandate as statutory auditor of the statutory financial statements. The assignment regarding assurance of sustainability information is imposed by the EU Directive 2022/2464 of 14 December 2022 of the European Parliament and the European Council on sustainability reporting by companies (the "Corporate Sustainability Reporting Directive" or "CSRD"), which shall be transposed into Belgian law before 6 July 2024. This sustainability information also contains the information required by Article 8 of the European Regulation (EU) 2020/852 on the establishment of a framework to promote sustainable investments (the "EU Taxonomy"). The financial terms of this assignment will be agreed between Solvay and the auditor in accordance with the law transposing the CSRD.

#### **11. Approval of the change of control provision relating to the issuance of euro senior unsecured fixed rate bonds for an aggregate nominal amount of EUR 1.5 billion by Solvay**

Proposed resolution: Pursuant to article 7:151 of the Companies and Associations Code, to approve condition 6(f) of the (i) 750,000,000 EUR 3.875 per cent. fixed rate senior unsecured rate bonds due 2028 and (ii) 750,000,000 EUR 4.250 per cent. fixed rate senior unsecured bonds due 2031, issued by Solvay, whereby the bondholders are granted an individual right to request early redemption of their bonds if Solvay is subject to a change of control followed by a rating downgrade or rating withdrawal.

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## 12. Miscellaneous