



SOLVAY SA/NV
RPM 0403091220
ORDINARY SHAREHOLDERS' MEETING
28 May 2024 at 10.30 a.m.
Event Lounge, Boulevard Général Wahis 16/F, 1030 Brussels

EXPLANATORY NOTE

This note is prepared in accordance with Article 7:129 §3, 4° of the Companies and Associations Code and contains an explanation of the meaning of each item on the agenda of the Ordinary Shareholders' Meeting.

For further information concerning the Ordinary Shareholders' Meeting and the applicable formalities, please refer to the convening notice published on the website of Solvay.

1. Management report for the financial year 2023 (including the Corporate Governance Statement)

The Board of Directors has prepared a management report for the financial year 2023, including the Corporate Governance Statement, which contains all the information required by law.

The management report is available on the website of Solvay, has been sent to the registered shareholders and is also available on request.

This item is included for communication purposes only and does not require a resolution to be adopted.

2. Auditor's report for the financial year 2023

The auditor's report is unqualified.

The auditor's report is available on the website of Solvay, has been sent to the registered shareholders and is also available on request.

This item is included for information purposes only and does not require a resolution to be adopted.

3. Communication of the consolidated accounts for the financial year 2023 – Auditor's report on the consolidated accounts

The consolidated accounts for the financial year 2023 have been verified and approved by the Board of Directors. The auditor's report is unqualified.

These documents are available on the website of Solvay, have been sent to the registered shareholders and are also available on request.

This item is included for communication purposes only and does not require a resolution to be adopted.

4. Approval of the annual accounts for the financial year 2023 - Allocation of profits and determination of the dividend



It is proposed that the annual accounts for the financial year 2023 be approved, that the profits for the financial year 2023 be appropriated and that the gross dividend per share be set at EUR 2.43, meaning that, after deduction of the gross interim dividend of EUR 1.62 per share paid on 17 January 2024, the balance of the gross dividend will amount to EUR 0.81 per share, payable as from 5 June 2024.

The 2023 annual accounts are available on the website of Solvay, have been sent to the registered shareholders and are also available on request.

The Companies and Associations Code requires that the Shareholders' Meeting decide each year on the approval of the annual accounts, as well as on the allocation of profits and the determination of the dividend.

5. Discharge of the directors for the financial year 2023

It is proposed to grant discharge to the directors in office during the financial year 2023 for the performance of their duties during the financial year 2023.

In accordance with the Companies and Associations Code, the Shareholders' Meeting must decide each year, after approval of the annual accounts, by a special vote on the release from liability of the directors.

6. Discharge of the auditor for the financial year 2023

It is proposed to grant discharge to the auditor in office during the financial year 2023 for the performance of its duties during the financial year 2023.

In accordance with the Companies and Associations Code, the Shareholders' Meeting must decide, after approval of the annual accounts, by a special vote on the release from liability of the auditor.

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

It is proposed to approve the remuneration report relating to the financial year 2023, as included in chapter 6 of the Corporate Governance Statement.

The Companies and Associations Code requires that the Shareholders' Meeting decides each year on the approval of the remuneration report. This report gives information on the remuneration of the members of the Board of Directors and the Executive Committee.

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

Upon recommendation of the Compensation Committee, the Board reviewed the Board members' remuneration which had remained unchanged since 2005 for Board members and 2012 for the Chairman of the Board. The comprehensive review was initiated due to the evolving nature of the Board's role over the last two decades, accommodating significantly expanded responsibilities, workload, and preparation time to address increasingly complex topics.

The Compensation Committee's review considered market practices and disclosures as well as pay benchmarking data prepared by an independent compensation consultant on Solvay's European peer group. The Compensation Committee aimed to position the remuneration offered to the median of the European peer group.

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The review resulted in the Compensation Committee recommended to adapt the fee structure for Board members to focus on retainer fees while decreasing meeting fees, recognizing that attendance at meetings is an inherent duty, while the retainer better compensates for the extensive preparation, research, and additional engagements required outside of formal meetings.

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.

The above proposed changes will take effect as from 1 January 2024.



9. Board of Directors: Renewal of mandate

The mandate of Ms Aude Thibaut de Maisières expires at the end of this meeting. It is proposed to renew her mandate for a period of four years expiring 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)

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, it is proposed 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

Pursuant to Article 7:151 of the Companies and Associations Code, the shareholders' meeting is solely competent to approve clauses conferring rights to third parties that give rise to "substantial" debt commitments of the company and where the exercise of such rights depends on the occurrence of a change of control.

On 3 April 2024, Solvay issued (i) 750,000,000 EUR 3.875 per cent. fixed rate senior unsecured bonds due 2028 and (ii) 750,000,000 EUR 4.250 per cent. fixed rate senior unsecured bonds due 2031 (the "**Bonds**"). In this framework, a change of control clause was included in condition 6(f) (*Redemption at the option of Bondholders following a Change of Control*) of the terms and conditions of the Bonds.

The change of control clause provides that (i) upon the occurrence of a change of control of Solvay (as defined in the terms and conditions of the Bonds) and (ii) if Solvay is rated, as a result of such change of control, Solvay is downgraded or its rating is withdrawn, the holders of the Bonds have an individual right to request early redemption of their Bonds at the agreed early redemption amount.

Article 7:151 of the Companies and Associations Code requires that the Shareholders' Meeting decides on the approval of the change of control clause.

12. Miscellaneous