



SOLVAY SA/NV
310 rue de Ransbeek, 1120 Brussels
Brussels, RPM 0403 091 220

Shareholders are invited to attend the Ordinary Shareholders' Meeting of Solvay SA/NV that will take place on Tuesday 13 May 2025 at 10.30 a.m. (Belgian time), at Event Lounge, Boulevard Général Wahis 16/F, 1030 Brussels with the agenda mentioned hereafter.

The Shareholders' Meeting will be organised in person. If shareholders are unable to attend the Shareholders' Meeting in person, they may exercise their rights either by granting a proxy or by voting by correspondence, no later than Wednesday 7 May 2025.

AGENDA

- 1. Management report for the financial year 2024 (including the Corporate Governance Statement)**
- 2. Auditor's report for the financial year 2024**
- 3. Communication of the consolidated accounts for the financial year 2024 – Auditor's report on the consolidated accounts**
- 4. Approval of the annual accounts for the financial year 2024 – Allocation of profits and determination of the dividend**

Proposed resolution: To approve the annual accounts and the allocation of profits for the financial year 2024 and to set the gross dividend per share at EUR 2.43. After deduction of the gross interim dividend of EUR 0.97 per share, paid on 22 January 2025, the balance of the gross dividend amounts to EUR 1.46 per share, payable as from 21 May 2025.

- 5. Discharge of the directors for the financial year 2024**

Proposed resolution: To grant discharge to the directors in office during the financial year 2024 for the performance of their duties during the financial year 2024.

- 6. Discharge of the auditor for the financial year 2024**

Proposed resolution: To grant discharge to the auditor in office during the financial year 2024 for the performance of its duties during the financial year 2024.

- 7. Approval of the remuneration report relating to the financial year 2024**

Proposed resolution: To approve the remuneration report relating to the financial year 2024, as included in chapter 6 of the Corporate Governance Statement.

- 8. Remuneration Policy**

Proposed resolution: To approve the remuneration policy drafted in accordance with article 7:89/1 of the Belgian Code of Companies and Associations. The remuneration policy is available on the Company's website as indicated in the Shareholders' Meeting notice.



9. Board of Directors: Renewal of mandate

a. Renewal of mandate of Mr. Wolfgang Colberg

Proposed resolution: To renew the mandate of Mr. Wolfgang Colberg as Director for a period of four years, as his current mandate expires at the end of this Meeting. His mandate will expire at the end of the Ordinary Shareholders' Meeting which will be requested to approve the annual accounts relating to the financial year 2028.

b. Confirmation of Mr. Wolfgang Colberg as independent director

Proposed resolution: To acknowledge that Mr. Wolfgang Colberg meets the independence criteria stipulated by article 7:87 of the Belgian Code of Companies and Associations, by provision 3.5 of the 2020 Corporate Governance Code and by the Solvay Corporate Governance Charter and appoint him as independent director. Pursuant to article 7:87 §1 al.3 of the Belgian Code of Companies and Associations, the Board also expressly confirms that it has no indication of any element that could impair the independence of Mr. Colberg in accordance with the above-mentioned criteria.

10. Statutory Auditor

a. Term renewal of the Statutory Auditor

Proposed resolution: The Statutory Auditor's appointment will expire at the end of this Meeting. 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 renew the term of EY Reviseurs d'Entreprises SRL, with registered office at Kouterveldstraat 7b, 1831 Diegem, Belgium and with company number 0446.334.711 as statutory auditor for the company for a period of three years. The mandate of the Statutory Auditor will end at the close of the General Shareholders' Meeting in May 2028. During this period, EY Reviseurs d'Entreprises SRL will be represented by Mr. Eric Van Hoof.

b. Renewal of the appointment of EY Reviseurs d'Entreprises SRL 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: The Statutory Auditor's appointment regarding the assurance of sustainability information will expire at the end of this Meeting. On the proposal of the Board of Directors, acting on the recommendation of the Audit and Risk Committee and after information to the works council, it is proposed to renew the appointment of EY Reviseurs d'Entreprises SRL, with registered office at Kouterveldstraat 7b, 1831 Diegem, Belgium, represented by Mr. Eric Van Hoof, with the assignment regarding the assurance of sustainability information for a period that will be aligned with its mandate as statutory auditor for the company.

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"), transposed into Belgian law on the 2nd of December 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").



c. Setting the Statutory Auditor's fees

1. Proposed resolution: It is proposed that the Meeting approves the annual fees for EY Reviseurs d'Entreprises SRL as Solvay SA Statutory Auditor, related to the audit of the statutory accounts as well as the audit of the Group consolidation, at 3,550,000 EUR.
2. Proposed resolution: It is proposed that the Meeting approves the annual fees of EY Reviseurs d'Entreprises SRL for the assignment regarding the assurance of sustainability information pursuant to the CSRD, at 594,000 EUR.

11. Miscellaneous

IF YOU DO NOT WISH TO PARTICIPATE IN THE SHAREHOLDERS' MEETING

No formalities are required.

IF YOU WISH TO PARTICIPATE AND ATTEND THE SHAREHOLDERS' MEETING OR VOTE BY PROXY OR VOTE BY CORRESPONDENCE

1) Holders of registered shares

In order to be admitted to the Shareholders' Meeting, a double formality will apply:

On the one hand, only persons who are shareholders of Solvay SA/NV on Tuesday 29 April 2025 at midnight (Belgian time) (hereinafter the "**record date**") will have the right to participate and vote at the Shareholders' Meeting, without taking into account the number of shares held by the shareholders on the day of the Shareholders' Meeting.

On the other hand, you must confirm to Solvay SA/NV your wish to either:

- a) **participate and vote yourself** at the Shareholders' Meeting.

To do so, you simply need to date, sign and send us your **NOTICE OF PARTICIPATION** so that it is in our possession at the latest on the 6th day before the date of the Shareholders' Meeting, i.e. Wednesday 7 May 2025 11.59 p.m.;

or

- b) if you do not intend to vote yourself at the Shareholders' Meeting, send Solvay SA/NV a proxy form by which you appoint a proxy holder of your choice or a form to vote by correspondence.

To do so, you may send to us a **PROXY** form or a **VOTE BY CORRESPONDENCE** form, **duly completed and signed**.

This proxy form or vote by correspondence form must be in our possession by Wednesday 7 May 2025 11.59 p.m. at the latest. The **PROXY** form or the **VOTE BY CORRESPONDENCE** form must be sent directly to Solvay SA/NV.

If you return the **PROXY** form or the **VOTE BY CORRESPONDENCE** form, you will still be able to attend the Shareholders' Meeting in person, but you will not be able to vote yourself as your proxy vote or vote by correspondence form will already have been taken into account.



2) Holders of dematerialised shares

If you intend to participate in the Shareholders' Meeting, you will have to produce a certificate issued by an authorised account holder or a clearing organisation holding your securities account, certifying the registration in the shareholder's name of the number of dematerialised shares on the record date, i.e. on Tuesday 29 April 2025 at midnight, and for which you have declared your wish to participate in the Shareholders' Meeting.

Only persons who are shareholders of Solvay SA/NV on Tuesday 29 April 2025 at midnight (Belgian time) will be entitled to participate and vote at the Shareholders' Meeting, without taking into account the number of shares held by the shareholders on the day of the Shareholders' Meeting.

For shareholders who wish to be represented at the Shareholders' Meeting, you may send to us a **PROXY form, duly completed and signed**. For shareholders who wish to vote by correspondence at the Shareholders' Meeting, you may send to us a **VOTE BY CORRESPONDENCE, duly completed and signed**.

This proxy form or vote by correspondence form must also be in our possession by Wednesday 7 May 2025, 11.59 p.m. at the latest. The **PROXY form** or **VOTE BY CORRESPONDENCE form** must be sent directly to Solvay SA/NV.

If you return the **PROXY form** or the **VOTE BY CORRESPONDENCE form**, you will still be able to attend the Shareholders' Meeting in person, but you will not be able to vote yourself, as your proxy vote or vote by correspondence will already have been taken into account.

3) Common provisions for holders of registered and dematerialised shares

The above-mentioned documents may be sent to Solvay SA/NV, either by post to the address of its registered office: Solvay SA/NV, Shareholders' Meeting, 310 rue de Ransbeek, 1120 Brussels, or by e-mail to ag.solvay@solvay.com.

The proxy form and the vote by correspondence form are available at the registered office of the Company and via its website: <http://www.solvay.com/en/investors/shareholders-meeting/index.html>, and from the following financial institutions: BNP Paribas Fortis, ING.

The designated proxy holder does not necessarily have to be a shareholder of Solvay SA/NV. When appointing the proxy, the shareholder must be particularly attentive to situations of potential conflict of interest between himself and his proxy holder (cf. Article 7:143 §4 of the Code of Companies and Associations). This provision applies in particular to the Chairman of the Shareholders' Meeting, the members of the Board of Directors, the members of the Executive Committee and, in general, the employees of Solvay SA/NV, their spouses or legal cohabitants and persons related to them.

AVAILABILITY OF DOCUMENTS

In accordance with Article 7:132 of the Code of Companies and Associations, each shareholder has the right to obtain free of charge, upon presentation of their security or of a certificate issued by an authorized account holder or a settlement organization certifying the number of dematerialised securities recorded in the name of the security holder, at the registered office of Solvay SA/NV, i.e. 310 rue de Ransbeek at 1120 Brussels, on business days and during normal office hours as from the date of publication of this convening notice, copies of the documents that relate to the Shareholders' Meeting and that must be made available to them pursuant to law, including this convening notice, the agenda of the Annual Shareholders' Meeting and the proxy form and the vote by correspondence form. These documents are also available on Solvay SA/NV's website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

Furthermore, as part of our commitment to sustainable development and to pursue our cost reduction objectives, we wish to inform you that from this year onwards, our company's annual report will no longer be systematically printed and sent to shareholders who have requested to receive communications relating to the General Meeting by post. Consequently, please note that it will also not be available on the day of the Shareholders' Meeting.



It will now be available exclusively in digital format on our website, at the following address <https://www.solvay.com/en/investors/financial-reporting/annual-reports>.

However, we understand that some of our shareholders may still prefer to receive a paper version. If you wish to do so, please send us your request by email to ag.solvay@solvay.com, indicating your last name, first name, postal address, and the language in which you wish to receive the report.

RIGHT TO ADD AGENDA ITEMS AND TO SUBMIT RESOLUTION PROPOSALS

In accordance with Article 7:130 of the Code of Companies and Associations, one or more shareholders holding (together) at least 3% of the share capital of Solvay SA/NV may have new items added to the agenda of the Shareholders' Meeting and may submit resolution proposals in relation to existing or new agenda items.

Shareholders who wish to exercise this right must (a) provide evidence of ownership of such shareholding as at the date of their request and (b) record their shares representing such shareholding on the record date (i.e. on Tuesday 29 April 2025) in accordance with the above admission conditions. Evidence of ownership of such shareholding can be provided by a certificate evidencing the registration of the relevant shares in the share register of Solvay SA/NV (for registered shares) or by a certificate issued by an authorized account holder or a settlement organization certifying that the relevant number of dematerialised shares is recorded in the shareholder's account.

The request to add agenda items or resolution proposals must be made in writing and must be accompanied by, as the case may be, the text of the items to be added to the agenda and the corresponding resolution proposals, or the text of the newly proposed resolutions in relation to existing agenda items. Such request must contain a postal or e-mail address to which Solvay SA/NV will send an acknowledgement of receipt within 48 hours of receipt of such request.

The additional agenda items and/or resolution proposals must be received by Solvay SA/NV no later than Monday 21 April 2025 either by regular mail to the address of its registered office: Solvay SA/NV, Shareholders' Meeting, 310 rue de Ransbeek at 1120 Brussels, or by email to the e-mail address: ag.solvay@solvay.com.

If such requests or submissions are received by Solvay SA/NV, it will publish, by Monday 28 April 2025 at the latest, an amended agenda for the Shareholders' Meeting, completed on the basis of all validly submitted requests and submissions, on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>), in the *Moniteur Belge* and in the press. In this case, Solvay SA/NV will also make available a revised proxy form and a revised vote by correspondence form on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>), simultaneously with the publication of the amended agenda of the Shareholders' Meeting.

In case shareholders, in accordance with Article 7:130 of the Code of Companies and Associations, exercise their right to add items to the agenda and to submit resolution proposals, proxies or vote by correspondence forms filed prior to the publication of the revised agenda shall remain valid for the agenda items they cover. In the event that new/alternative proposals for resolutions are submitted concerning existing agenda items after the notified proxies or vote by correspondence forms, the proxy holder shall abstain from voting on the new/alternative proposals for resolutions. However, in this case, shareholders will have the possibility to send a new proxy or new vote by correspondence form to Solvay SA/NV, by means of the revised proxy form or revised vote by correspondence form mentioned in the previous paragraph.

RIGHT TO ASK QUESTIONS

Shareholders may submit written questions prior to the Shareholders' Meeting. Written questions will only be answered to the extent that the shareholder submitting them has complied with the above-mentioned conditions of admission in accordance with Article 7:134 of the Code of Companies and Associations and if the written questions have been received by Solvay SA/NV by Wednesday, 7 May 2025 11.59 p.m. at the latest, either by mail at the address of its registered office: Solvay SA/NV, Shareholders' Meeting, 310 rue de Ransbeek, 1120 Brussels, or by e-mail at ag.solvay@solvay.com.

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In addition, in accordance with Article 7:139 of the Code of Companies and Associations, time will be allocated during the Shareholders' Meeting for a Q&A session during which members of the Board of Directors and of the Executive Leadership Team will also answer questions addressed to them during the Shareholders' Meeting regarding their report or the items on the agenda.

PROTECTION OF PERSONAL DATA

Solvay SA/NV is responsible for processing the personal data it receives from shareholders and proxies in the context of the Shareholders' Meeting in accordance with the applicable data protection laws, including the European Regulation 2016/679 of 27 April 2016 on the protection of natural persons with regard to the processing of personal data and on the free movement of such data (GDPR).

This personal data consists mainly of identification data of shareholders, their representatives or proxies, contact data (e.g. postal address, telephone number, e-mail address), number and type of shares, intention to participate, attendance at the Shareholders' Meeting, questions asked, votes cast, etc.

This data will be used to prepare and manage the attendance and voting process for the Shareholders' Meeting, as described in the convening notice, and will be passed on to third parties assisting the Company for the above purposes, in particular Lumi. This processing of personal data is necessary in order to meet the legal obligations of Solvay SA/NV. If Solvay SA/NV does not process this personal data, it will not be able to allow the person concerned to be present or to be represented at the Shareholders' Meeting and/or to register the vote as a shareholder of Solvay SA/NV.

This information will not be kept longer than necessary for the same purposes, i.e. 10 years after the Shareholders' Meeting.

For more information, shareholders and proxy holders can consult our "Data Protection and Privacy Policy" via the link <https://www.solvay.com/en/information/data-protection-and-privacy-policy.html>.

As set out in our Data Protection Policy referred to above, you also have rights with respect to your personal data in accordance with the applicable legal conditions and limits, namely the right of access to your personal data, the rectification or deletion thereof, as well as the right to restrict processing, the right to object to processing, the right to data portability and the right to lodge a complaint with the competent supervisory authority - in Belgium, the Data Protection Authority).

You can exercise your rights mentioned above by contacting the Corporate Secretary of Solvay SA/NV at Solvay SA/NV, 310, rue de Ransbeek - 1120 Brussels (Belgium) (e-mail: ag.solvay@solvay.com).

We draw your attention to the fact that the resolution proposals will be submitted for electronic votes. Proxy votes and votes by correspondence will be counted in advance and systematically recorded for each point. It should be recalled that one share is equal to one vote.

The Board of Directors