



**SOLVAY SA/NV
ORDINARY SHAREHOLDERS' MEETING
Tuesday 13 May 2025 at 10.30 a.m.**

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

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/NV Statutory Auditor, related to the audit of the statutory accounts as well as the audit of the Group consolidation, at 3,550,000 EUR.

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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