



SOLVAY
Limited Liability Company
310 rue de Ransbeek, 1120 Brussels
Brussels, RPM 0403 091 220

Shareholders are invited to attend the Ordinary Shareholders' Meeting of Solvay SA that will take place on Tuesday 28 May 2024 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 a hybrid manner, both in person and virtually. Shareholders who wish to do so will be able to participate physically in the Shareholders' Meeting. Alternatively, those who wish to do so can exercise their rights either by granting a proxy, by voting by correspondence or by participating and voting live in a virtual and interactive manner at the Shareholders' Meeting.

Shareholders have the choice of using the Lumi Connect platform (www.lumiconnect.com) or directly contacting Solvay SA to complete the participation formalities (as described below). However, virtual participation in the Shareholders' Meeting always requires the use of the Lumi Connect platform. A document explaining the different steps to follow for the use of the Lumi Connect platform will be available on our website.

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.

12. Miscellaneous

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

No formalities are required.

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

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 on Tuesday 14 May 2024 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 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 the attached **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 22 May 2024 11.59 p.m.;

or;

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



To do so, you will find enclosed a **PROXY** form and a **VOTE BY CORRESPONDENCE** form that you may send us, **duly completed and signed**.

This proxy form or vote by correspondence form must be in our possession by Wednesday 22 May 2024 11.59 p.m. at the latest. The **PROXY** form or the **VOTE BY CORRESPONDENCE** form must be sent directly to Solvay SA (and not via the Lumi Connect platform).

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 14 May 2024 at midnight, and for which you have declared your wish to participate in the Shareholders' Meeting.

For shareholders who attend the meeting virtually via the Lumi Connect platform, the platform allows to directly issue this certificate which, in this case, will be directly transmitted to the company.

Only persons who are shareholders of Solvay SA on Tuesday 14 May 2024 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 will find enclosed a **PROXY** form which you may send to us, **duly completed and signed**. For shareholders who wish to vote by correspondence at the Shareholders' Meeting, you will find enclosed a **VOTE BY CORRESPONDENCE** form which you may send to us, **duly completed and signed**.

This proxy form or vote by correspondence form must also be in our possession by Wednesday 22 May 2024 11.59 p.m. at the latest. The **PROXY** form or **VOTE BY CORRESPONDENCE** form must be sent directly to Solvay SA (and not via the Lumi Connect platform).

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, either by post to the address of its registered office: Solvay SA, Shareholders' Meeting, 310 rue de Ransbeek, 1120 Brussels, or by e-mail to ag.solvay@solvay.com. Shareholders who choose to attend the meeting virtually via the Lumi Connect platform can use the platform to submit the above-mentioned documents, with the exception of proxies and vote by correspondence forms which must always be sent directly to Solvay SA.

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. 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, their spouses or legal cohabitants and persons related to them.

If you have completed the formalities for voting by proxy or by voting by correspondence at the Shareholders' Meeting, you may follow a live webcast of the Shareholders' Meeting organised by the company. Shareholders are



invited to consult the company's website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) to find out how to access this webcast. Shareholders who have voted by proxy or by correspondence may not vote, nor ask questions during the webcast.

FORMALITIES TO BE COMPLETED IN ORDER TO VIRTUALLY PARTICIPATE IN AND VOTE DURING THE SHAREHOLDERS' MEETING

Shareholders can choose to participate in and vote virtually during the Shareholders' Meeting via the Lumi Connect platform. In this case, voting takes place during the Shareholders' Meeting, which shareholders attend the meeting virtually via the Lumi Connect platform. **There is no need to give a proxy or a vote by correspondence in this case.**

1) Holders of registered shares

In order to be able to virtually participate in and vote during the Shareholders' Meeting, a double formality will apply:

On the one hand, only persons who are shareholders of Solvay SA on Tuesday 14 May 2024 at midnight (Belgian time) (hereinafter the "**record date**") will be entitled to participate and vote at the Shareholders' Meeting, without taking into account the number of shares held by shareholders on the day of the Shareholders' Meeting.

On the other hand, you must confirm your intention to participate in the Shareholders' Meeting. To do so, you need to confirm your intention to participate in the Shareholders' Meeting virtually on the Lumi Connect platform no later than the sixth day prior to the date of the Shareholders' Meeting, i.e. Wednesday 22 May 2024 11.59 p.m. at the latest.

You will then receive the procedure and login details to connect to the Shareholders' Meeting. Further information on the procedure is available on the Lumi website (<https://www.lumiglobal.com/>) and the Solvay SA website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

2) Holders of dematerialised shares

In order to be able to participate in and vote virtually during the Shareholders' Meeting, a double formality will apply:

On the one hand, only persons who are shareholders of Solvay SA on Tuesday 14 May 2024 at midnight (Belgian time) (hereinafter the "**record date**") will be entitled to participate and vote at the Shareholders' Meeting, without taking into account the number of shares held by shareholders on the day of the Shareholders' Meeting.

On the other hand, you will have to produce a certificate issued by an authorised account holder or clearing organisation holding your securities account, certifying the registration in the shareholder's name of the number of dematerialised shares on the record date and for which you have declared your wish to participate in the Shareholders' Meeting. This must be done via the Lumi Connect platform at the latest on the sixth day before the date of the Shareholders' Meeting, i.e. Wednesday 22 May 2024 11.59 p.m. at the latest. The Lumi Connect platform allows you to issue the certificate directly and to confirm your wish to participate in the Shareholders' Meeting. The certificate will be sent directly to the company.

You will then receive the procedure and login details to connect to the Shareholders' Meeting. More information on the procedure is available on the Lumi website (<https://www.lumiglobal.com/>) and the Solvay SA website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

3) Common provisions for holders of registered and dematerialised shares

The Lumi Connect platform enables shareholders to (i) be directly, simultaneously and continuously informed of the discussions at the Shareholders' Meeting, (ii) exercise their voting rights on all items on which the Shareholders' Meeting is called upon to vote and (iii) participate in the deliberations and exercise their right to ask questions.

In accordance with Article 7:137 of the Code of Companies and Associations, shareholders who participate in the Shareholders' Meeting in this way shall be deemed to be present at the place where the Shareholders' Meeting is held for compliance with the quorum and majority requirements.



The Lumi Connect platform enables Solvay SA to control the identity of shareholders and the quality of the connection to the platform.

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 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 14 May 2024) 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 (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 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 no later than Monday 6 May, 2024 either by regular mail to the address of its registered office: Solvay SA, 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, it will publish, by Monday 13 May 2024 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 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>) and on the Lumi Connect platform (www.lumiconnect.com), 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, 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 by Wednesday, 22 May 2024 11.59 p.m. at the latest, either by mail at the address of its registered office: Solvay SA, Shareholders' Meeting, 310 rue de Ransbeek, 1120 Brussels, or by e-mail at ag.solvay@solvay.com.

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 directors will also answer questions addressed to them during the Shareholders' Meeting regarding their report or the items on the agenda. In addition to shareholders who physically attend the Shareholders' Meeting, shareholders who choose to participate and vote digitally at the Shareholders' Meeting via the Lumi Connect platform will be able to ask questions during the Shareholders' Meeting.



They will be able to submit their questions live in writing via the Lumi Connect platform; they will be grouped and dealt with by topic.

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, 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's website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

These documents are also available on the Lumi Connect platform. (except for the proxy form and the vote by correspondence form).

PROTECTION OF PERSONAL DATA

Solvay SA 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. If Solvay SA 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.

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 at Solvay SA, 310, rue de Ransbeek - 1120 Brussels (Belgium) (tel: +32 (0) 2 264 15 32 / e-mail: corporate.secretary@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