



Sir,  
Madam,

We have the honor of inviting you to the Extraordinary General Shareholders' Meeting of Solvay SA which will be held on Friday April 3, 2020 at 11.00 a.m. (Belgian time) at the corporate headquarters : Solvay SA, 310 rue de Ransbeek at 1120 Brussels.

To deliberate validly on the agenda, this meeting should meet at least half of its share capital. This meeting can't validly deliberate if it does not meet the required quorum. The experience of recent years is going in this direction. **A second extraordinary shareholders' meeting will therefore be called. It will be held on Tuesday, May 12, 2020** with the same agenda and proposed resolutions. You will be informed by official notification on Friday April 10, 2020.

The agenda of the meeting is attached as a well as a board report on the use and purpose of the authorized capital prepared in accordance with Article 7:199 of the Belgian Companies Code and associations.

#### **IF IT IS NOT YOUR INTENTION TO ATTEND THE MEETING OR VOTE BY PROXY**

There is no procedure to be completed.

#### **PROCEDURES NECESSARY FOR ATTENDING OR VOTING BY PROXY AT THE EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON APRIL 3, 2020**

##### **1) Holders of registered shares**

Admission to the General Shareholders' Meeting involves a twofold procedure: on the one hand, your shares will be submitted to a registration procedure entering them in the account of registered shares of Solvay SA on Friday April 3, 2020 at midnight and, on the other hand, you must confirm your desire to participate in the Shareholders' Meeting.

Only those people who are shareholders of Solvay SA as of midnight (Belgian time) on Friday March 20, 2020 (hereafter called the "**record date**") will have the right to participate and vote in the meeting on April 3, 2020, regardless of the number of shares held by the shareholders on the day of the general meeting.

If you wish to attend the meeting, you must sign and date the attached **PARTICIPATION NOTICE** so that it reaches us no later than the sixth day preceding the meeting, which is Friday March 27, 2020.

If you do not plan to attend the meeting, you will find attached a **PROXY** form that you may choose to return, **duly completed and signed**. This proxy form will also have to reach us no later than Friday March 27, 2020.

We ask that you send us your participation notice or, if you do not plan to attend, the proxy form. If you return the proxy form, you may attend the meeting in person, but without being able to vote since the proxy votes will have been counted in advance.

##### **2) Holders of dematerialized shares**

If you plan to attend the meeting, you will have to produce a statement from the authorized account holder or from the settlement organization that holds your share account, certifying the number of dematerialized shares registered in the name of the shareholder on the record date, which is Friday March 20, 2020 at midnight, and for which you have indicated your desire to participate in the general meeting. The statement obtained for registration will have to reach Solvay SA no later than Friday March 27, 2020.

Only those people who are shareholders of Solvay SA as of midnight (Belgian time) on Friday March 20, 2020 have the right to participate and vote in the meeting on April 3, 2020, regardless of the number of shares held by the shareholders on the day of the general meeting.

If you wish to attend the meeting, you must sign and date the attached **PARTICIPATION NOTICE** so that it reaches us no later than the sixth day preceding the meeting, which is Friday March 27, 2020.

If you do not plan to attend the meeting, you will find attached a **PROXY** form that you may choose to return, **duly completed and signed**. This proxy form will also have to reach us no later than Friday March 27, 2020.

We ask that you send us your participation notice or, if you do not plan to attend, the proxy form together with the abovementioned statement from the authorized account holder or from the settlement organization. If you return the proxy form, you may attend the meeting in person, but without being able to vote since the proxy votes will have been counted in advance.

These documents may be sent to Solvay SA, either by regular mail to the corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or electronically to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

For shareholders who would like to be represented at this meeting, proxy forms are available at the company's corporate headquarters and the company's website: <http://www.solvay.com/en/investors/shareholders-meeting/index.html>, as well as at the following financial institutions: BNP Paribas Fortis, ING and KBC.

The designated proxy holder need not necessarily be a shareholder of Solvay SA. When the proxy holder is designated, the shareholder must be especially careful to avoid any potential conflicts of interest between him/herself and the proxy holder (see article 7:143 §4 of the Code of Companies and associations). This clause is aimed particularly at the Chairman of the General Shareholders' Meeting, the members of the Board of Directors, the members of the Executive Committee and generally the employees of Solvay SA, their spouses or legal partners and their relatives.<sup>1</sup>

## **RIGHT TO ADD AGENDA ITEMS AND TO SUBMIT RESOLUTION PROPOSALS**

In accordance with Article 7:130 of the Companies Code 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 Friday March 20, 2020) 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 dematerialized 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 Thursday March 12, 2020 either by regular mail to the address of its corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by electronic mail to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

If such requests are received by Solvay SA, it will publish, at the latest Thursday March 19, 2020, a modified agenda of the shareholders' meeting, completed on the basis of any requests validly submitted, on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>), in the Belgian State Gazette and in the press. In this case, Solvay SA will also make a revised proxy form available on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) at the same time as the publication of the modified agenda of the shareholders' meeting.

In case shareholders, in accordance with Article 7:130 of the Companies Code and associations, exercise their right to add items to the agenda and to file resolution proposals, proxies filed prior to the publication of the revised agenda shall remain valid for the agenda items they cover. In case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will always be entitled to deviate from previously given voting instructions should their implementation be detrimental to the interests of the shareholder. In that event, the proxy holder shall notify the latter of any such deviation as well as the justification thereof. The proxy should also indicate

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<sup>1</sup> This list is not exhaustive.

whether, in case new items are added to the agenda by shareholders, the proxy holder is entitled to vote on the new items or whether he/she/it should abstain.

## **RIGHT TO ASK QUESTIONS**

In accordance with Article 7:139 of the Companies Code and associations, a time for questions is provided during the shareholders' meeting during which directors will respond to questions addressed to them with respect to their report or the agenda items.

Shareholders may ask questions orally during the shareholders' meeting or may submit written questions in advance of the meeting.

Written questions will only be answered if the shareholder asking them has complied with the above admission conditions in accordance with Article 7:134 of the Companies Code and associations, and if the written questions have been received by Solvay SA at the latest on Friday March 27, 2020, either by regular mail to the address of its corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by electronic mail to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).

## **AVAILABILITY OF DOCUMENTS**

In accordance with Article 7:132 of the Companies Code and associations, every 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 dematerialized securities recorded in the name of the security holder, obtain at the headquarters 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 and reports that relate to this meeting and that must be made available to them pursuant to law, including this convening notice, the agenda and proposed resolutions of the extraordinary shareholders' meeting, the board report on the use and purpose of the authorized capital prepared in accordance with Article 7:199 of the Belgian Companies Code and associations, the participation notice and the proxy form.

These documents and reports are also available on Solvay SA's website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

## **DATA PROTECTION**

Solvay is responsible for the processing of the personal information that it receives from shareholders and proxyholders in the context of the Meeting in accordance with applicable data privacy laws. Such information will be used for the purposes of analyzing and administrating the attendance and voting process in connection with the Meeting, as set out in this convening notice, and will be transferred to third parties assisting the Company for the above purposes. This information will not be kept longer than necessary for these purposes. Shareholders and proxyholders can consult the "Data Protection and Privacy Policy" with the link <https://www.solvay.com/en/information/data-protection-and-privacy-policy.html>. They may request access to their data and any additional modification by contacting Mrs. Michèle Vervoort, Solvay SA, [310, rue de Ransbeek - 1120 Brussels \(Belgium\)](#) (tel: +32 (0) 2 264 15 32 / e-mail: [michele.vervoort@solvay.com](mailto:michele.vervoort@solvay.com)

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

Finally please note that the signatures on the attendance list will begin being accepted as of 9.30 am (Belgian time) on April 3, 2020

We send you our best regards.

Nicolas Boël  
Chairman of the Board of Directors

### **Useful information:**

Solvay SA  
Assemblée Générale – General Shareholders' Meeting  
310 rue de Ransbeek  
1120 Brussels  
Fax: +32-(0)2.264.37.67  
E-mail: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com)  
Enterprise number : 0403.091.220 (RLE Brussels)  
Website: <http://www.solvay.com/en/investors/shareholders-meeting/index.html>