

**PROXY FOR THE ORDINARY SHAREHOLDERS' MEETING OF SOLVAY SA ON 9 MAY 2023**

I, the undersigned (name, first name and address to be completed)

holder of Solvay shares, on the record date, set on Tuesday 25 April 2023 at midnight, hereby declares I grant authority, to

Name, first name :

Address :

or failing that, to Mr Pascal Hubinont  
each with the right of substitution,

to represent me at the Ordinary Shareholders' Meeting of Solvay SA that will take place on Tuesday 9 May 2023 at 10.30 a.m. (Belgian time) and to vote in my name on all the items on the agenda.

The proxy holder may also sign all deeds, documents, minutes, attendance lists and other documents relating to the Shareholders' Meeting and, in general, do whatever is necessary to fulfil this mandate.

**Legal entity shareholders** must specify the name(s), first name(s) and capacity of the physical person(s) who sign(s) this proxy form on their behalf. The physical person(s) hereby declare(s) and warrant(s) to Solvay SA to have full authority to execute this proxy form.

Solvay SA must be provided with this proxy, duly completed and signed, by **3 May 2023** at the latest. In addition, shareholders must comply with the registration procedure described in the convening notice to the Shareholders' Meeting. The proxy may be sent either by mail to the company's registered office: Solvay SA, Shareholders' Meeting, 310 rue de Ransbeek, 1120 Brussels, or by e-mail to [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com), or by fax to +32-(0)2.264.37.67.

\* \* \*

Each proxy must provide precise voting instructions for each item on the agenda.

**In the absence of indication on how to vote for one or more of the resolutions proposed below or if the instructions as to the meaning of the vote given by the shareholder are not clear, this will constitute an instruction to vote in favour of the relevant proposed resolution(s).**

\* \* \*

## Annual Shareholders' Meeting

1. **Management report for the financial year 2022** (including the Corporate Governance Statement)
2. **Auditor's report for the financial year 2022**
3. **Communication of the consolidated accounts for the financial year 2022 – Report of the auditor on the consolidated accounts.**
4. **Approval of the annual accounts for the financial year 2022 – Allocation of profit and determination of the dividend.**

It is proposed to approve the annual accounts for the financial year 2022 and the allocation of profit for the financial year and to set the gross dividend per share at EUR 4.05. After deduction of the interim dividend of EUR 1.54 gross per share paid on 18 January 2023, the balance of the dividend will therefore amount to EUR 2.51 gross per share, payable as from 17 May 2023.

FOR ☐ AGAINST ☐ ABSTAIN ☐

5. **Discharge of the directors for the financial year 2022**

It is proposed to grant discharge to the directors in office during the financial year 2022 for the performance of their duties during the financial year 2022.

FOR ☐ AGAINST ☐ ABSTAIN ☐

6. **Discharge of the auditor for the financial year 2022**

It is proposed to grant discharge to the auditor in office during the financial year 2022 for the performance of his duties during the financial year 2022.

FOR ☐ AGAINST ☐ ABSTAIN ☐

7. **Approval of the remuneration report for the financial year 2022**

It is proposed to approve the remuneration report 2022, set out in chapter 5 of the Corporate Governance Statement.

FOR ☐ AGAINST ☐ ABSTAIN ☐

8. **Approval of the proposed special share option award for members of the Executive Committee**

In accordance with Solvay's Remuneration Policy, it is proposed to approve the grant of the special share option award for the members of the Executive Committee in order to promote executive commitment to Solvay in the context of project Power of 2.

Taking into consideration the advice of the Remuneration Committee, the Board of Directors recommends the adoption of this resolution by the Shareholders' Meeting. Details of the rationale for the use of the discretion foreseen in the Remuneration Policy and the grants that were approved (subject to approval by the Shareholders' Meeting), together with the related performance conditions set by the Board, are set out in the Remuneration Report Section of the 2022 Annual Report .

FOR ☐ AGAINST ☐ ABSTAIN ☐

9. **Board of Directors: Renewal of mandates – Appointments**

- a) The mandates of Ms. Marjan Oudeman, Ms. Rosemary Thorne and Mr. Charles Casimir-Lambert expire at the end of this meeting. Mr. Charles Casimir-Lambert has decided not to apply for renewal of his mandate as director.
- b) It is proposed not to reallocate the mandate of Mr. Charles Casimir-Lambert. The Board of Directors will thus be reduced from 15 to 14 members.

FOR ☐ AGAINST ☐ ABSTAIN ☐

- c) It is proposed to renew the mandate of Ms. Marjan Oudeman as director for a period of four years. Her mandate will expire at the end of the annual shareholders' meeting in May 2027.

FOR ☐ AGAINST ☐ ABSTAIN ☐

- d) It is proposed to confirm the appointment of Ms. Marjan Oudeman as independent director.

FOR ☐ AGAINST ☐ ABSTAIN ☐

- e) It is proposed to renew the mandate of Ms. Rosemary Thorne as a director for a period of one year. Her mandate will expire at the end of the annual shareholders' meeting in May 2024. Although Rosemary Thorne has reached the age limit set out in the Company's Corporate Governance Charter, it was considered appropriate to propose her renewal for a limited period of one year to ensure the continuity of ongoing projects within the Board of Directors.

FOR ☐ AGAINST ☐ ABSTAIN ☐

f) It is proposed to confirm the appointment of Ms. Rosemary Thorne as independent director.

FOR ☐ AGAINST ☐ ABSTAIN ☐

#### 11. Miscellaneous

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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/or to submit resolution proposals with regard to existing agenda items or new items to be added to the agenda, proxies submitted prior to the publication of the revised agenda shall remain valid for the agenda items that they cover. Solvay SA will also make the revised agenda and a revised model of shareholder proxy form available on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) at the latest on 24 April 2023, in order to allow shareholders who would wish to give specific voting instructions on the new agenda items and/or new/alternative proposed resolutions.

In case new/alternative proposed resolutions are submitted with respect to agenda items existing after the notified proxies, the proxy holder shall abstain from voting on the new/alternative proposed resolutions. However, in this case, shareholders will have the possibility to send a new proxy to Solvay SA, using the revised proxy form mentioned in the previous paragraph.

#### **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 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)).

Signed at

, on

2023.

**Signature** must be preceded by the notation "Good for Authorization"

**In order to be admitted to the Ordinary Shareholder's Meeting  
on Tuesday 9 May 2023,  
SOLVAY SA must be in possession of this notice of attendance  
by Wednesday 3 May 2023 at the latest**

## ***NOTICE OF ATTENDANCE***

I, the undersigned

Owner of the above-mentioned registered shares, advise the said company of my intention to attend the ordinary Shareholder's Meeting that will be held on Tuesday 9 May 2023 at 10:30 am, at Square Meeting Center, Mont des Arts 1000 Brussels, with all shares registered under my name at the record date, on Tuesday 25 April 2023 at midnight.

Signed at \_\_\_\_\_, on \_\_\_\_\_ 2023.

Signature(s)

SOLVAY SA must be in possession of this notice of attendance, duly completed and signed, by Wednesday 3 May 2023 at the latest.

This document can be sent to Solvay SA,

- either by post to the following address: Solvay SA, Shareholders' Meeting, rue de Ransbeek 310, 1120 Brussels,

- or by e-mail to the following address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com).



Progress beyond

**SOLVAY SA**

**ANNUAL SHAREHOLDERS' MEETING**

**9 May 2023 at 10.30 am**

**Square Meeting Center, Mont des Arts, 1000 Brussels**

**EXPLANATORY NOTE**

This note is set out in accordance with article 7:129 §3, 4 of the Companies and Associations Code and contains an explanation of the meaning of each item listed on the agenda for the ordinary Shareholders' Meeting.

For more information concerning the ordinary Shareholders' Meeting and the applicable formalities, we refer to the convening notice published on the website of Solvay.

**1. Management report for the financial year 2022 (including the Corporate Governance Statement)**

The Board of Directors has prepared a management report on the operations of the financial year 2022, including the Corporate Governance Statement, in which all information required by law is included.

**2. Auditor's report for the financial year 2022**

The auditor's report is unqualified.

The documents are available on the website of Solvay. They have been communicated to the registered shareholders and are also available on request.

These two items are included for communication purposes only and do not require the adoption of a decision.

**3. Communication of the consolidated accounts for the financial year 2022 - Report of the auditor on the consolidated accounts.**

The consolidated accounts for the financial year 2022 have been verified and approved by the Board of Directors. The auditor's report is unqualified.

The documents are available on the website of Solvay. They have been communicated to the registered shareholders and are also available on request.

This item is included for communication purposes only and does not require the adoption of a decision.



Progress beyond

**4. Approval of the annual accounts for the financial year 2022 - Allocation of profit and determination of the dividend.**

It is proposed to approve the annual accounts for the financial year 2022 and the allocation of profit for the financial year and to set the gross dividend per share at EUR 4.05. After deduction of the interim dividend of EUR 1.54 gross per share paid on 18 January 2023, the balance of the dividend will therefore amount to EUR 2.51 gross per share, payable as from 17 May 2023.

A copy of the 2022 annual accounts is available on the website of Solvay. They were communicated 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 2022 annual accounts as well as on the allocation of profits and the determination of the dividend by separate vote.

**5. Discharge to the directors for the financial year 2022**

It is proposed to grant discharge to the directors in office during the financial year 2022 for the performance of their duties during the financial year 2022.

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 discharge of liability of the directors.

**6. Discharge to the auditor for the financial year 2022**

It is proposed to grant discharge to the auditor in office during the financial year 2022 for the performance of his duties during the financial year 2022.

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 discharge of the auditor.

**7. Approval of the remuneration report for the financial year 2022**

It is proposed to approve the remuneration report 2022 set out in chapter 5 of the Corporate Governance Statement.

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

**8. Approval of the proposed special share option award for members of the Executive Committee**

In accordance with Solvay's Remuneration Policy, it is proposed to approve the grant of the special share option award for the members of the Executive Committee in order to promote executive commitment to Solvay in the context of project Power of 2.

Taking into consideration the advice of the Remuneration Committee, the Board of Directors recommends the adoption of this resolution by the Shareholders' Meeting. Details of the rationale for the use of the discretion foreseen in the Remuneration Policy and the grants that were approved (subject to approval by the Shareholders' Meeting),



Progress beyond

together with the related performance conditions set by the Board, are set out in the Remuneration Report Section of the 2022 Annual Report .

## **9. Board of Directors: Renewals of Mandates – Appointments**

- a) The mandates of Mr. Marjan Oudeman, Ms. Rosemary Thorne and Mr. Charles Casimir-Lambert expire at the end of this meeting. Mr. Charles Casimir-Lambert has decided not to apply for renewal of his mandate as director.
- b) It is proposed not to reallocate the mandate of Mr. Charles Casimir-Lambert. The Board of Directors will thus be reduced from 15 to 14 members.
- c) It is proposed to renew the mandate of Ms. Marjan Oudeman as director for a period of four years. Her mandate will expire at the end of the annual shareholders' meeting in May 2027.
- d) It is proposed to confirm the appointment of Ms. Marjan Oudeman as independent director.
- e) It is proposed to renew the mandate of Ms. Rosemary Thorne as a director for a period of one year. Her mandate will expire at the end of the annual shareholders' meeting in May 2024. Although Rosemary Thorne has reached the age limit set out in the Company's Corporate Governance Charter, it was considered appropriate to propose her renewal for a limited period of one year to ensure the continuity of ongoing projects within the Board of Directors.
- f) It is proposed to confirm the appointment of Ms. Rosemary Thorne as independent director.

Taking into account the opinion of the Nomination Committee, the Board of Directors recommends the adoption of these resolutions by the Shareholders' Meeting.

## **10. Miscellaneous**