Corporate Governance Statement

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1. Introduction

Solvay SA – headquartered in Belgium – is committed to the highest governance principles and seeks to consistently enhance corporate governance performance, emphasizing transparency and promoting a sustainable culture of long-term value creation.

Solvay’s governance bodies are responsible for the Group’s long-term approach, pursuing the vision of Solvay’s founder, and implementing the Group’s strategy. The Board of Directors is entrusted with steering Solvay’s development strategy while advising the Executive Committee, which oversees its business operations.

This Corporate Governance Statement applies the recommendations of the 2009 Belgian Corporate Governance Code’s “comply or explain” principle. It includes additional factual information with respect to Solvay’s corporate governance and relevant modifications thereto, together with details on directors and executive compensation and of relevant events that took place during the preceding year.

In accordance with this principle, none of the rules described in this Corporate Governance Statement depart from the 2009 Belgian Corporate Governance Code.

The Corporate Governance Charter (the “Charter”) adopted by the Board of Directors of Solvay is available on Solvay’s website and describes the main aspects of the Solvay Group’s corporate governance, including its governance structure and the internal rules of the Board of Directors, the Executive Committee, and other committees set up by the Board of Directors. From January 1st, 2020, Solvay has applied the recommendations of the 2020 Belgian Corporate Governance Code which has been applicable from that date. The Board of Directors has amended the Charter in order to be compliant with the new Corporate Governance Code.

2. Capital, Shares and Shareholders

2.1. Capital

Solvay’s capital amounts to €1,588,146,240 and comprises 105,876,416 issued shares. No changes were made to the Company’s capital in 2019.

2.2. Solvay Shares

Solvay (SOLB.BE) is listed on Euronext Brussels, its primary listing stock exchange. Solvay has a secondary listing on Euronext Paris. Solvay shares are also traded over the counter (OTC) as a Level 1 sponsored American Depository Receipt (ADR) through Citibank since October 1, 2016.

Solvay’s stock is a constituent of the BEL20, the main Belgian index. In September 2018 it became part of the Next20 index following the exit from the CAC40 index. The Group is still considered to be the largest (specialty) chemicals company on the Paris stock exchange. Solvay shares are part of other major indexes including the BEL Chemicals, STOXX family (DJ STOXX and DJ Euro STOXX), MSCI index, Euronext 100, Dow Jones Sustainability TM World Index, and FTSE4Good Index.

During 2019, the average share price (at end of day close) was €95.7 while the 52-week range was €84.1 – €110.8 per share. Average daily trading volume as reported by Euronext was 256,047 shares in 2019, compared to 277,313 shares in 2018.

Solvay share prices and trading volumes from January 1, 2019 to December 31, 2019

![Solvay share prices and trading volumes from January 1, 2019 to December 31, 2019](image-url)
2.3. Shareholders

2.3.1. Shareholder Structure

The chart below represents Solvay’s shareholder structure as of December 31, 2019, based on the notifications made by its shareholders. These transparency notifications are required by Belgian law or pursuant to Solvay’s bylaws, when the shareholding crosses the thresholds of 3%, 7.5% or any multiple of 5%.

<table>
<thead>
<tr>
<th>Shareholder structure</th>
</tr>
</thead>
<tbody>
<tr>
<td>≈ 64%</td>
</tr>
<tr>
<td>30.71%</td>
</tr>
<tr>
<td>2.96%</td>
</tr>
<tr>
<td>2.342%</td>
</tr>
</tbody>
</table>

Solvac SA, Blackrock Inc., SSOM, Other investors

The latest declarations received by Solvay in 2019:

- Solvac SA gave notice that it held 30.71% of Solvay’s capital on March 28, 2018.
- Solvay Stock Option Management SRL notified Solvay, through Solvac SA, that its shareholding amounted to 2.342% on March 28, 2018.
- Blackrock Inc., an institutional investor, gave notice on November 27, 2019, that it holds a 2.96% interest.

The remaining shares for approximately 64% are thereby held by institutional and retail shareholders.

At the Ordinary Shareholders’ Meeting held on Tuesday, May 14, 2019, shares were deposited and votes casted in respect of 63.40% of Solvay SA’s capital.

Solvac

Solvay’s major shareholder is Solvac SA, which holds more than 30% of Solvay’s share capital. Solvac SA is a public limited liability company established under Belgian law, founded in 1983 and its assets consist exclusively of the Solvay shares.

Solvac’s shares are traded on Euronext Brussels. It has approximately 13,000 shareholders. Among them, more than 2,300 persons are related to the founding families of Solvay, which combined hold approximately 77% of the Solvay shares.

Solvac has proven that the long-term success of the Company for the benefit of all shareholders has been, and continues to be, the primary purpose of their involvement. This long-term focus is essential for sustained success in our industry. The Board believes that our ownership structure has helped insulate our Company from business cycles and related short-term pressures, while allowing the Board and senior management to focus on our long-term success.

Solvac’s CEO, Bernard de Lagonche, is a non-independent and non-executive director on Solvay’s Board of Directors.

The percentage of capital and the number of shares owned by Solvac SA are published on Solvay’s website.

Solvay Stock Option Management

Solvay Stock Option Management SRL is an indirect subsidiary of Solvay, and holds 2.342% of Solvay’s capital through shares and purchase options combined. These are held as part of the Group’s strategy to hedge the risk linked to stock options granted by Solvay to senior executives of the Group.

2.4. Relations with investors and analysts

Solvay facilitates an open dialog with the investment community to build long-term relationships. Following the guidelines issued by the FSMA (Belgian Financial Services and Markets Authority) it complies with disclosure obligations defined by Belgian law and contained in the Market Abuse Regulation (MAR).

Solvay provides accurate information in a transparent, timely, and meaningful manner to help the investment community understand Solvay’s business and strategy, leading to a fair valuation by the market. Extensive information about Solvay’s business operations, strategy, and financial performance may be found in a wide variety of regulatory and other publications, such as the Annual Integrated report, financial reports and press releases, as well as on the company’s website (www.solvay.com).

The investor relations team is readily accessible by the investment community via email or phone throughout the year. Executive Committee members and the investor relations team also directly interact with various members of the investment community throughout the year via roadshows and investor conferences.

On November 7, 2019, Ilham Kadri, CEO released Solvay’s G.R.O.W. strategy, with a clear objective of unleashing the Group’s full potential and accelerating value creation. The value will be generated through differentiated resources allocation and distinct business mandates (Materials, Chemicals and Solutions) together with transversal initiatives enabled by our new Operating Model, Solvay ONE.
2.4.1. Interactions with Solvac and Solvay founding families

Solvay has regular meetings with its major shareholder Solvac. Solvay gives presentations to Solvac’s Board of Directors and participates to events organized by the founding family shareholders. All these interactions are based on public information and new presentation material is always shared on Solvay’s website.

In 2019, Solvay’s management representatives participated at three Solvac board meetings and participated at five events organized by Solvay’s founding families.

2.4.2. Interactions with institutional investors

Solvay undertakes specific actions to interact with institutional investors. Roadshows are organized with Executive Committee members and Investor Relations representatives. They attend investor conferences around the world. The resulting face-to-face interactions enable dialog with the investment community on Solvay’s strategy and business performance.

In 2019, Solvay participated in 37 events (among which 17 interactions were with senior management), consisting of 13 roadshows and 24 conferences in countries across Europe, America and Asia, as well as reverse roadshows at Solvay’s offices.

2.4.3. Interactions with sell-side analysts

Solvay is covered by 24 sell-side analysts who publish active research on the stock. The up-to-date list of covering analysts can be found on Solvay’s website.

Besides the regular individual meetings, emails, phone contacts, Solvay organizes quarterly conference calls between Executive Committee members and the sell-side analysts base following the Group’s results publication. Although specifically geared to analysts, these conference calls are accessible live to all investors and available through replay or transcript on Solvay’s website afterwards. Twice a year, following full and half year results, Solvay also organizes face-to-face meetings in London and Brussels.

2.4.4. Interactions with individual investors

Every investor has access to clear, comprehensive, transparent information tailored to his or her individual needs through a dedicated Shareholders’ corner (available in French, Dutch and English). Every investor can also subscribe to the Solvay Investors’ Club. In addition the Solvay Investors Relation team (investor.relations@solvay.com) and Solvay Service (shareholders@solvay.com) responds to all queries and requests for information and services.

In 2019, Solvay participated to six conferences including three investors’ events in Belgium (in Brussels and Antwerp) and in France (Paris).

Solvay also engages with private banks, regularly interacting with their analysts and occasionally participates in their events dedicated to private investors.
3. Board of Directors and Board Committees

The Charter defines the role and mission, functioning, size, composition, training, and evaluation of the Board of Directors. The internal rules of the Board of Directors are attached to the Charter.

3.1. Board of Directors

3.1.1. Structure and composition

As at December 31, 2019 the Board was composed of 15 Directors:

- 14 of the 15 directors on the Board are non-executive,
- 10 of the 15 directors have been recognized as independent by the Ordinary Shareholders’ Meeting, according to the criteria defined by the Belgian law and further refined by the Board of Directors,
- Directors represent seven different nationalities; and 46.6% are women.

Board meeting attendance is 94.66%.

The mandates of Ms. Marjan Oudeman and Mr. Charles Casimir-Lambert were renewed for a four-year term at the Ordinary Shareholders’ Meeting of May 14, 2019. These mandates will expire at the end of the Ordinary Shareholders’ Meeting to be held in May 2023,

- Mr. Yves-Thibault de Silguy left the Board at the Ordinary Shareholders’ Meeting of May 14, 2019, and has not been replaced,
- The Shareholders’ Meeting of May 14, 2019 confirmed the appointment of Ms. Ilham Kadri as a Board member in replacement of Mr. Jean-Pierre Clamadieu. Ms. Ilham Kadri will complete the mandate of Mr. Jean-Pierre Clamadieu according to article 16 of the Solvay By-Laws until the Ordinary Shareholders’ Meeting of 2021.

At the end of the Ordinary Shareholders’ Meeting of Tuesday, May 12, 2020, the mandate of Jean-Marie Solvay will expire.

Mr. Jean-Marie Solvay is not a candidate for a term renewal and will be replaced by Ms. Aude Thibaut de Maisières.

At the same Ordinary Shareholders’ Meeting of Tuesday May 12, 2020, it will be proposed to replace Mr. Jean-Marie Solvay by Ms. Aude Thibaut de Maisières.

Nicolas Boël
Belgian
Non independent Director
Birth year: 1962
Solvay SA mandates: Chairman of the Board of Directors, Chairman of the Finance Committee, Chairman of the Compensation Committee, Member of the Nomination Committee.
Directorship expiry date: 2021
Presence at Board meetings in 2019

- Year of first appointment: 1998
- Years of continuous attendance: 10/10

Diplomas: MA in Economics (Université catholique de Louvain, Belgium). Master of Business Administration (College of William and Mary, Virginia, US).
Activities outside Solvay: Director of Sofina.
Jean-Pierre Clamadieu
French
Non independent Director
Year of first appointment: 2012

Born in: 1958

Solvay SA mandates: Chairman of the Executive Committee and CEO, Director and Member of the Finance Committee.

Directorship expiry date: 2019

Diplomas: Engineering degree from the École des Mines (Paris, France).

Activities outside Solvay: Director of Axa, Airbus. Chairman of Cytec Industries Inc. Chairman of Engie SA. Chairman of the Opéra de Paris.

Ilham Kadri
French
Non independent Director
Year of first appointment: 2019

Born in: 1969

Solvay SA mandates: Chairman of the Executive Committee, Director, Member of the Finance Committee.

Directorship expiry date: 2021

Diplomas: Degree in chemical engineering from l’École des Hauts Polymères in Strasbourg, PhD in macromolecular physico-chemistry from Strasbourg’s Louis Pasteur University.

Activities outside Solvay: Board member at A.O. Smith (US).

Bernard de Laguiche
French/Brazilian
Non independent Director
Year of first appointment: 2006

Born in: 1959

Solvay SA mandates: Member of the Executive Committee until September 30, 2013, Director, Member of the Finance Committee & Member of the Audit Committee since May 13, 2014.

Directorship expiry date: 2021

Diplomas: MA in Economics and Business Administration, HSG (Universität St. Gallen, Switzerland). MBA in Agribusiness, University of São Paulo (USP ESALQ).

Activities outside Solvay: Managing Director of Solvac SA. Chairman of the Board of Peroxidos do Brazil Ltda, Curitiba (Brazil). Mandates in non listed companies in Brazil and Europe.

Jean-Marie Solvay
Belgian
Non independent Director
Year of first appointment: 1991

Born in: 1956

Solvay SA mandates: Director, Member of the Innovation Board, Member of the Compensation and Nomination Committees since March 2018.

Directorship expiry date: 2020


Activities outside Solvay: Chairman of the Board of the International Solvay Institutes. Member of the Board of the Innovation Fund, Brussels. CEO of Albrecht RE Immobilien GmbH & Co. KG, Berlin (Germany).
<table>
<thead>
<tr>
<th>Director</th>
<th>Born in:</th>
<th>Solvay SA mandates:</th>
<th>Diplomas:</th>
<th>Activities outside Solvay:</th>
</tr>
</thead>
<tbody>
<tr>
<td>Charles Casimir-Lambert</td>
<td>1967</td>
<td>Independent Director (since May 12, 2019 he is no longer an Independent Director), Member of the Audit Committee.</td>
<td>MBA Columbia Business School (New York, USA)/London Business School (London, UK). Master's degree (lic.oec.HSG) in Economics, Management and Finance (Universität St. Gallen, Switzerland).</td>
<td>Management of family's global interests.</td>
</tr>
<tr>
<td>Hervé Coppens d’Eeckenbrugge</td>
<td>1957</td>
<td>Independent Director, Member of the Finance and Audit Committees.</td>
<td>MA in Law from the Université catholique de Louvain (Belgium). Diploma in Economics and Business, ICHEC (Belgium).</td>
<td>Until June 30, 2013, Group Director Petercam SA, Director of Vital Renewable Energy Company LLC (Delaware). Independent Director, VISONARITY AG (Basel, Switzerland) until April 2018.</td>
</tr>
<tr>
<td>Yves-Thibault de Silguy</td>
<td>1948</td>
<td>Independent Director, Member of the Compensation Committee and Chairman of the Nomination Committee, Member of the Finance Committee.</td>
<td>MA in Law from the Université de Rennes (France), DES in public law from Université de Paris I (France), graduate of the Institut d’Études Politiques de Paris and the École Nationale d’Administration (France).</td>
<td>Former European Commissioner of the Economics, Monetary and Financial Affairs (1995-1999). Director and Vice-Chairman of the Board of the Vinci Group. Director of LVMH, Chairman of the Supervisory Board of Sofisport (France). Director of VTB bank (Moscow, Russia) and Chairman of YTSeuropacconsultants.</td>
</tr>
<tr>
<td>Evelyn du Monceau</td>
<td>1950</td>
<td>MA in Applied Economics from the Université catholique de Louvain (Belgium).</td>
<td>Directorship expiry date: 2021</td>
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</tr>
<tr>
<td>Belgian Independent Director</td>
<td>2010</td>
<td>Born in: 1950</td>
<td>Solvay SA mandates: Independent Director, Member of the Compensation and Nomination Committees.</td>
<td></td>
</tr>
<tr>
<td>French</td>
<td>10/10</td>
<td>Diplomas: MA in Applied Economics from the Université catholique de Louvain (Belgium).</td>
<td>Activities outside Solvay: Chair of the Board and Chair of the Governance Nomination and Compensation Committees of UCB SA. Member of the Board of Directors of La Financière de Tubize SA. Member of the Corporate Governance Commission.</td>
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</tbody>
</table>

<table>
<thead>
<tr>
<th>Françoise de Viron</th>
<th>1955</th>
<th>Doctorate of Science (Université catholique de Louvain, Belgium). Master in Sociology (Université catholique de Louvain, Belgium).</th>
<th>Directorship expiry date: 2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>Belgian Independent Director</td>
<td>2013</td>
<td>Born in: 1955</td>
<td>Solvay SA mandates: Independent Director, Member of the Compensation and Nomination Committees.</td>
</tr>
<tr>
<td>French</td>
<td>10/10</td>
<td>Diplomas: Doctorate of Science (Université catholique de Louvain, Belgium). Master in Sociology (Université catholique de Louvain, Belgium).</td>
<td>Activities outside Solvay: Professor at the Faculty of Psychology and Education Sciences and Louvain School of Management (Université catholique de Louvain, Belgium). Academic Member for Center in Research Entrepreneurial Change and Innovative Strategies, and of the Interdisciplinary Group for Research in Socialization, Education and Training, of the Interdisciplinary Research Group in Adult Education at the Université Catholique de Louvain (Belgium). Chairman and Director of AISBL EUCEN – the European Universities Continuing Education network.</td>
</tr>
</tbody>
</table>

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<tr>
<th>Amparo Moraleda Martinez</th>
<th>1964</th>
<th>Degree in Industrial Engineering, ICAI (Universidad Pontifica Comillas, Spain) PDG. IESE Business School (Universidad de Navarra, Spain).</th>
<th>Directorship expiry date: 2021</th>
</tr>
</thead>
<tbody>
<tr>
<td>Spanish Independent Director</td>
<td>2013</td>
<td>Born in: 1964</td>
<td>Solvay SA mandates: Independent Director, Member of the Compensation and Nomination Committees.</td>
</tr>
<tr>
<td>French</td>
<td>9/10</td>
<td>Diplomas: Degree in Industrial Engineering, ICAI (Universidad Pontifica Comillas, Spain) PDG. IESE Business School (Universidad de Navarra, Spain).</td>
<td>Activities outside Solvay: Former General Manager of IBM Spain, Portugal, Greece, Israel and Turkey. Former Chief Operating Officer International Division (Spain) and Acting CEO, Scottish Power (UK) part of Iberdrola Group. Member of the Boards of the following listed companies: Airbus SE (The Netherlands), Faurecia (until oct.2017) (France), Caixabank SA (Spain), Vodafone plc (UK). Member of the Consejo rector de Consejo Superior of Investigaciones Científicas. Member of the Spanish Royal Academy of Economics and Financial Sciences.</td>
</tr>
</tbody>
</table>
Rosemary Thorne  
British  
Independent Director  
Born in: 1952  
**Solvay SA mandates:** Independent Director, Member of the Audit Committee (Chairman since May 2018).  
**Directorship expiry date:** 2022  
**Diplomas:** Honours Degree in Mathematics and Economics from the University of Warwick (UK). Fellow of the Chartered Institute of Management Accountants FCMA and CGMA. Fellow of the Association of Corporate Treasurers FCT.  
**Activities outside Solvay:** Former Chief Financial Officer of J. Sainsbury, Bradford & Bingley, and Ladbrokes (UK). Member of the Board and Chair of Audit Committee of Merrill Lynch International (UK). Former Independent Director of Royal Mail Group, Cadbury Schweppes, Santander UK, First Global Trust Bank (all UK) and Smurfit Kappa Group (Ireland).

Gilles Michel  
French  
Independent Director  
Born in: 1956  
**Solvay SA mandates:** Independent Director, Member of the Finance Committee, Member of the Compensation and Nomination Committees since March 2018.  
**Directorship expiry date:** 2022  
**Diplomas:** École Polytechnique (France). École Nationale de la Statistique et de l'Administration Économique (ENSAE) (France). Institut d’Études Politiques (IEP).  
**Activities outside Solvay:** Former CEO Ceramics & Plastics, Saint-Gobain, France. Former member of the Management Board, PSA, France. Former CEO, Fonds stratégique d'Investissement (PSI), France. Former Chairman & CEO, Imerys, France (listed).  
Former non executive Chairman of the Board. Independent Director IBL Ltd, Valeo: Independent Director.

Marjan Oudeman  
Dutch  
Independent Director  
Born in: 1958  
**Solvay SA mandates:** Independent Director, Member of the Audit Committee since May 12, 2015.  
**Directorship expiry date:** 2023  
**Diplomas:** Law degree, Rijksuniversiteit Groningen (the Netherlands). Masters Degree in Business Administration, Simon E. Business School, University of Rochester (New York, USA), and Erasmus Universiteit Rotterdam (the Netherlands).  
**Activities outside Solvay:** Former member of the Board of Exco, Tata Steel and Akzo Nobel. Former executive President of Utrecht University. Former member of the Board of Statoil ASA (now known as Equinor ASA), ABN Amro. Chairman of the Board of Ronald McDonald Children's Fund. Member of the Supervisory Board of the Rijksmuseum, the Netherlands. Member of the Supervisory Board of Aalberts Industries NV and SHV Holding NV. Board member of UPM-Kymmene Corporation and PJSC Novolipetsk steel.
<table>
<thead>
<tr>
<th>Name</th>
<th>Nationality</th>
<th>Title</th>
<th>Year of appointment</th>
<th>Presence at Board meetings</th>
<th>Born in</th>
<th>Solvay SA mandates</th>
<th>Directorship expiry date</th>
</tr>
</thead>
<tbody>
<tr>
<td>Agnès Lemarchand</td>
<td>French</td>
<td>Independent Director</td>
<td>2017</td>
<td>9/10</td>
<td>1954</td>
<td>Independent Director, Member of the Audit Committee.</td>
<td>2021</td>
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<td></td>
<td></td>
<td></td>
<td>Diplomas: Ecole Nationale Supérieure de Chimie de Paris (France). Chemical engineering degree from MIT (Boston, US). MBA degree from INSEAD.</td>
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<td></td>
<td>Activities outside Solvay: Former CEO IBFbiotechnics, Rhône-Poulenc (France). Former CEO Prodigal, Ciments-Français, (France). Former CEO Lime Division, Lafarge (France). Former Executive Chairman of Steetley Dolomite Ltd (UK). Independent Director of the following listed companies: CGG Veritas (until Oct 2017) (USA/France), Compagnie de SaintGobain (France), BioMérieux (France).</td>
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<tr>
<td>Matti Lievonen</td>
<td>Finnish</td>
<td>Independent Director</td>
<td>2018</td>
<td>9/10</td>
<td>1958</td>
<td>Independent Director.</td>
<td>2022</td>
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<td></td>
<td></td>
<td>Diplomas: BSc (Eng.), Savonia University of Applied Science. EMBA, Aalto University. DSc (Tec.) h.c Aalto University.</td>
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<td></td>
<td>Activities outside Solvay: CEO, Oiltanking GmbH. Chairman of the Board of Fortum. Vice Chairman of the Board of SSAB. Member of the Shareholder Committee of Wintershall Dea.</td>
<td></td>
</tr>
<tr>
<td>Philippe Tournay</td>
<td>Belgian</td>
<td>Independent Director</td>
<td>2018</td>
<td>9/10</td>
<td>1959</td>
<td>Independent Director.</td>
<td>2022</td>
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<td></td>
<td>Diploma: MA in economics LSM-UCL (Université Catholique de Louvain, Belgium).</td>
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<td></td>
<td>Activities outside Solvay: Presa SA Owner &amp; Managing Director (since 2003). Fondation Tournay Solvay, Vice Chairman (since 2007).</td>
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</tbody>
</table>
The Board of Directors members collectively bring a wide set of competences required by the Group's activities. These competences range from strong experience of international industries and markets, for many of them at executive level, to functional domains like human resources.

The qualifications and expertise of the directors are presented in a Board Skills Matrix which can be found below:

<table>
<thead>
<tr>
<th></th>
<th>Chemical Industry expertise</th>
<th>Financial expertise</th>
<th>Corporate management</th>
<th>Industrial expertise</th>
<th>Research &amp; development</th>
<th>Digital/IT expertise</th>
<th>Sustainable development</th>
<th>Human resources</th>
<th>International experience</th>
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</thead>
<tbody>
<tr>
<td>Nicolas Boël</td>
<td>X</td>
<td>X</td>
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<td></td>
<td>X</td>
<td>X</td>
<td>X</td>
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<tr>
<td>Ilham Kadri</td>
<td>X</td>
<td>X</td>
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<td>X</td>
<td>X</td>
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<tr>
<td>Bernard de Laguiche</td>
<td>X</td>
<td>X</td>
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<tr>
<td>Jean-Marie Solvay</td>
<td>X</td>
<td>X</td>
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<tr>
<td>Charles Casimir-Lambert</td>
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<td>X</td>
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<tr>
<td>Hervé Coppens d'Ecakenbrugge</td>
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<tr>
<td>Evelyn du Monceau</td>
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<tr>
<td>Françoise de Viron</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
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<td></td>
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<td></td>
<td></td>
</tr>
<tr>
<td>Amparo Moraleda Martínez</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Rosemary Thorne</td>
<td>X</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Gilles Michel</td>
<td>X</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Marjan Oudeman</td>
<td>X</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Agnès Lemarchand</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Matti Lievonen</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td></td>
<td></td>
<td>X</td>
<td>X</td>
<td></td>
<td></td>
</tr>
<tr>
<td>Philippe Tournay</td>
<td>X</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

In 2019, the Board held ten meetings. Each director's attendance is shown in the table in section 3.1.1. Structure and composition.

In particular, the year 2019 was marked by the transition with the new CEO, Ms. Ilham Kadri who took the helm on March 1st. She underwent with the Executive Committee an in-depth Group's strategic review that resulted in new specific mandates and targets for the various Global Business Units (GBUs). The Operating model of the Group was adapted accordingly, based on delegation and accountability of the Solvay Leadership Team (ExCom, Heads of GBUs and Functions). The Group Purpose definition exercise was also launched with the objective to involve all the employees.

All this was done in close, open and transparent dialogue with the Board of Directors which was associated to each major step.
Application of article 523 of the Companies Code:

Art 523 of the Belgian Companies Code was applied by the Board of February 26, 2019 in the context of the decisions relating to the CEO remuneration:

“Prior to any discussion or decision by the Board of Directors on this agenda item, Jean-Pierre Clamadieu stated that he has a direct financial interest in carrying out the Board’s decision on his 2018 Bonus. In accordance with Article 523 of the Belgian Companies Code, Jean-Pierre Clamadieu withdrew in order not to attend the Board’s deliberations on this decision and not to take part in the vote. The Board has established that Article 523 of the Belgian Companies Code is applicable to this decision. Bonus 2018: The Board has an exchange on the 2018 performance of the CEO and on the score to be attributed to each of the individual and collective objectives. In line with the recommendation of the Compensation Committee, the Board sets the 2018 STI of the CEO at 133.5% of its Base Salary i.e. €1,602,000. The Board congratulates Mr. Jean-Pierre Clamadieu for the results achieved in 2018.”

As from January 1, 2020, article 523 of the Companies Code has been replaced by article 7:96 of the Code of Companies and Associations.

3.1.4. Evaluation

Board evaluations are undertaken every two to three years with the objective to identify how it can improve its own functioning and better follow best practices. They focus primarily on the Board composition (including diversity and skills considerations), its functioning, disclosures and interactions with executive management, and the composition and functioning of the Committees it creates.

Due to the transition in the management and the appointment of the new CEO, an internal evaluation based on an external questionnaire was launched in 2019. It focused on any areas raised for further improvement in the prior year evaluation and how the Board handled the transition with the new CEO and the related topics in 2019 (see above 3.1.3).

3.1.5. Training

An Induction Program is in place for the new Directors and open to each Director who wishes to participate.

The program includes a review of the Group’s strategy and activities and of the main challenges in terms of growth, competitiveness and innovation, as well as finance, research & innovation, human resources management, legal context, corporate governance, compliance and the general organization of operations.

Site visits are also part of the programme, combining meetings with management and local teams, business presentations and field tours.

In 2019, the Board made a one week trip to the USA with a focus on Specialty Polymers and Composite activities. The Directors met local operational teams as well as leadership teams and young talents. These site visits gave the opportunity to the Board members to connect with Solvay’s industrial and R&I team and to take the Group’s pulse from the ground.

Every year the Board dedicates a specific session to an update on trends in global sustainable development issues (the Group’s strengths and weaknesses, including climate change risks and opportunities) that impact the Group, its actions, and its performance – including progress on Solvay’s five priorities, ratings by sustainable rating agencies, the Solvay Way auto-evaluation, and the Integrated Report.

The setting up of a new ambition for sustainability to create a shared and sustainable future for all at Solvay has been discussed this year.
3.2. Board committees

The Board of Directors has set up the following permanent Committees: Audit Committee, Finance Committee, Compensation Committee, and Nominations Committee.

The terms of all the various Committee members expire on May 12, 2020.

<table>
<thead>
<tr>
<th>Independent Director</th>
<th>Audit Committee</th>
<th>Finance Committee</th>
<th>Compensation Committee</th>
<th>Nomination Committee</th>
</tr>
</thead>
<tbody>
<tr>
<td>Mr. Nicolas Boël</td>
<td>Chairman</td>
<td>Chairman</td>
<td>Member Attendance: 6/6</td>
<td>Member Attendance: 6/6</td>
</tr>
<tr>
<td>Ms. Ilham Kadri</td>
<td>Member (1)*</td>
<td></td>
<td>Attendance: 3/3</td>
<td></td>
</tr>
<tr>
<td>Mr. Jean-Pierre Clamadieu</td>
<td>Member (2)*</td>
<td></td>
<td>Attendance: 1/1</td>
<td></td>
</tr>
<tr>
<td>Mr. Bernard de Laguiche</td>
<td>Member</td>
<td></td>
<td>Attendance: 6/6</td>
<td></td>
</tr>
<tr>
<td>Mr. Jean-Marie Solvay</td>
<td></td>
<td></td>
<td>Member Attendance: 2/2</td>
<td></td>
</tr>
<tr>
<td>Mr. Charles-Casimir Lambert</td>
<td>(5)*</td>
<td></td>
<td>Member Attendance: 6/6</td>
<td></td>
</tr>
<tr>
<td>Mr. Hervé Coppens d’Eeckenbrugge</td>
<td>X</td>
<td></td>
<td>Member Attendance: 6/6</td>
<td></td>
</tr>
<tr>
<td>Ms. Evelyn du Monceau</td>
<td>X</td>
<td></td>
<td>Member Attendance: 2/2</td>
<td>Member Attendance: 4/6</td>
</tr>
<tr>
<td>Ms. Françoise de Viron</td>
<td>X</td>
<td></td>
<td>Member Attendance: 2/2</td>
<td>Member Attendance: 6/6</td>
</tr>
<tr>
<td>Ms. Amparo Moraleda Martinez</td>
<td>X</td>
<td></td>
<td>Member Attendance: 6/6</td>
<td></td>
</tr>
<tr>
<td>Ms. Rosemary Thorne</td>
<td>X</td>
<td></td>
<td>Chairwoman Attendance: 6/6</td>
<td></td>
</tr>
<tr>
<td>Mr. Gilles Michel</td>
<td>X</td>
<td></td>
<td>Member Attendance: 4/4</td>
<td>Member Attendance: 5/6</td>
</tr>
<tr>
<td>Ms. Marjan Oudeman</td>
<td>X</td>
<td></td>
<td>Member Attendance: 6/6</td>
<td></td>
</tr>
<tr>
<td>Ms. Agnès Lemarchand</td>
<td>X</td>
<td></td>
<td>Member Attendance: 6/6</td>
<td></td>
</tr>
<tr>
<td>Mr. Matti Lievonen</td>
<td>X</td>
<td></td>
<td>Member Attendance: 3/4</td>
<td></td>
</tr>
<tr>
<td>Philippe Tournoy</td>
<td>X</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

(1)* from March 1, 2019
(2)* until March 1, 2019
(3)* until May 12, 2019
(4)* since May 12, 2019
(5)* since May 12, 2019 he is no longer an independent director
3.2.1. The Audit Committee

Composition:
- All members are non-executive directors, a majority of whom are independent.
- The members must fulfill the competency criterion by virtue of the training and the experience they gained in previous functions (see section 3.1.1 regarding the composition of the Board of Directors).
- The secretary is a member of the Group’s internal legal department.

Meetings:
- Six in 2019, including four before the Board meetings scheduled to consider the publication of periodic results (quarterly, semiannual and annual).
- Meeting attendance was 100%.

Activities:
- Review and consider reports from the Chief Financial Officer, the head of the Group Internal Audit, and the auditor in charge of the external audit (Deloitte, represented by Mr. Michel Denayer and Ms. Corine Magnin).
- During the period under review, the Audit Committee reviewed the independence and effectiveness of the external auditor, Deloitte.
- Examine the quarterly report by the Group General Counsel on significant ongoing legal disputes and reports on tax and intellectual property disputes.
- Meet with the auditor in charge of the external audit whenever such a meeting is deemed useful.
- Monitor and assess risk exposure as well as the effectiveness of internal controls and mitigation plans.
- Meet once a year with the Chairman of the Executive Committee and CEO (Ms. Ilham Kadri); all other Board members are invited on that occasion to discuss the major risks facing the Group.

3.2.2. The Finance Committee

Composition
- Six members,
- Mr. Karim Hajjar (Executive Committee member and CFO) is invited to attend the Finance Committee meetings.
- The Secretary is Mr. Michel Defourny, Group Corporate Secretary.

Meetings:
- This Committee met four times in 2019.
- Attendance was 93%.

Activities
- Gives an opinion on financial matters such as the amounts of the interim and final dividends, the levels conditions and currencies of indebtedness, monitoring the credit strength of the Group’s balance sheet, hedging foreign exchange and risks, the hedging policy for the long-term incentive plans, the content of financial communication, and financing major investments.
- Finalizes the preparation of the press releases announcing the Group’s results.
- When called upon, it gives opinions on Board policies on the above matters.
- Makes recommendations to the Board of Directors.
3.2.3. The Compensation Committee

Composition:
- The majority of members are non-executive independent directors.
- The Compensation Committee has the expertise necessary to perform its mission.
- The Chairwoman of the Executive Committee is invited to each meeting, except in the case of matters that concern her personally.
- The Secretary is Mr. Michel Defourny, Group Corporate Secretary.

Meetings:
- Meetings are prepared by the Group General Manager Human Resources, who attends the meetings.
- Two meetings were held in 2019.
- Meeting attendance was 100%.

Activities:
The Compensation Committee fulfills the duties imposed on it by Article 526 quarter, of the Companies Code (as from January 1, 2020, this article has been replaced by article 7:100 of the Code of Companies and Associations). It advises the Board of Directors on:
- The preparation of the Company's compensation policy and compensation report,
- The compensation levels for members of the Board of Directors and the Executive Committee,
- The Chairwoman of the Executive Committee's compensation, short-term incentives and long-term incentives, and performance assessment,
- The allocation of long-term incentives (performance share units and stock options) to the Company's senior management.

It prepares the annual compensation report for the Corporate Governance Statement and receives a yearly report about the compensation of General Management.

3.2.4. The Nominations Committee

Composition:
- The majority of members are non-executive independent directors.
- The Chairwoman of the Executive Committee is invited to meetings, except in the case of matters that concern her personally.
- The Secretary is Mr. Michel Defourny, Group Corporate Secretary.

Meetings:
- Six meetings were held in 2019.
- Meeting attendance was 90%.

Activities:
The Nomination Committee gives its opinion on the composition and appointments to the Board of Directors (chairwoman, new members, renewals, and committees), to Executive Committee positions (chairwoman and members), and to general management positions.
### 4. Executive Committee

The role, responsibilities, composition, procedures and evaluation of the Executive Committee are described in detail in the Charter. In addition, the internal rules of the Executive Committee are attached to the Charter.

As at December 31, 2019, the Executive Committee was composed of the following six members.

<table>
<thead>
<tr>
<th>Year of first appointment</th>
<th>Presence at meetings in 2019</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Born in: 1969</td>
</tr>
<tr>
<td></td>
<td>Term of office ends: 2021</td>
</tr>
<tr>
<td>Ilham Kadri</td>
<td></td>
</tr>
<tr>
<td>French</td>
<td></td>
</tr>
<tr>
<td></td>
<td>2019</td>
</tr>
<tr>
<td></td>
<td>13/13</td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>Vincent De Cuyper</td>
<td></td>
</tr>
<tr>
<td>Belgian</td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td></td>
<td></td>
</tr>
<tr>
<td>Karim Hajjar</td>
<td></td>
</tr>
<tr>
<td>Name</td>
<td>Year of first appointment</td>
</tr>
<tr>
<td>-----------------------</td>
<td>---------------------------</td>
</tr>
<tr>
<td>Hua Du</td>
<td>2018</td>
</tr>
<tr>
<td>Augusto Di Donfrancesco</td>
<td>2018</td>
</tr>
<tr>
<td>Hervé Tiberghien</td>
<td>2019</td>
</tr>
</tbody>
</table>

During the year 2019, the following changes occurred:

- Jean-Pierre Clamadieu left the Group on March 1, 2019 and was replaced by Ms. Ilham Kadri who was appointed as Deputy CEO on January 1, 2019 and CEO on March 1, 2019.
- Cécile Tandeau de Marsac left the Executive Committee on April 1, 2019 and has been replaced by Hervé Tiberghien on September 1, 2019.
- Pascal Juéry left the Executive Committee on April 1, 2019.

On October 1, 2019, the Board of Directors renewed for a two-year term the mandate of Karim Hajjar. His mandate will expire in October 2021.

On December 11, 2019, the Board of Directors renewed the mandates of MM Hua Du and A. Didonfrancesco for a two-year term ending on March 1st, 2022, as well as the mandate of Mr. V. De Cuyper for a two-year term ending on April 1st, 2022.
5. Compensation report

Introduction and updates

Smooth transition with the new CEO

Solvay’s Board of Directors appointed Ms. Ilham Kadri as Chairman of the Executive Committee, member of the Board of Directors and CEO of the Group, with effect from March 1, 2019. On that date, Ms. Ilham Kadri officially succeeded Mr. Jean-Pierre Clamadieu, who then relinquished his executive duties and his mandate as Director of Solvay. Ms. Ilham Kadri joined Solvay on January 1, 2019 and spent two months transitioning with Mr. Jean-Pierre Clamadieu, before taking the leadership and continuing Solvay’s transformation strategy.

Shareholders engagement and aligning remuneration with shareholder expectations

Solvay continues to actively reach out to shareholders to discuss its approach to governance, including remuneration matters. Such exercise forms part of the Company’s ongoing shareholder engagement program, which Solvay will continue to undertake as part of its commitment to build upon this constructive dialog with its shareholders. Solvay’s executive Compensation policy and Compensation report, bolstered by increased disclosure, was supported by 96.7% of its shareholders at last year’s Annual General Meeting.

The increased disclosure in this year’s Compensation Report reflects the input received from Solvay’s shareholders over the years as well as developments in the legislative framework towards further transparency on remuneration matters, including disclosure regarding remuneration of Executive Committee members, principles and performance of short-term and long-term incentives. Detailed changes are disclosed in appropriate sections of the Compensation Report.

In consideration of Solvay’s new G.R.O.W. strategy and new purpose statement, the Compensation Committee has reviewed the performance measures used to incentivize executive leaders to ensure they are aligned with the new strategic direction of the Company effective January 2020.

Solvay believes that the increased disclosure, together with the existing compensation practices and aligning the performance measures with the renewed strategic direction, will result in a compensation structure that incentivizes the executive team on delivery of sustained long-term performance in line with the Company’s strategy and shareholders’ interests.

5.2. Board of Directors compensation

Solvay SA directors are remunerated with fixed emoluments, the common basis of which is set by the Ordinary Shareholders’ Meeting, and any complement thereto by the Board of Directors on the basis of Article 26 of the bylaws, which states that:

- “Directors shall receive emoluments payable from overhead costs.
- The Shareholders’ Meeting shall determine the amount and terms of payment.
- That decision shall stand until another decision is taken.
- The Board of Directors shall be authorized to grant directors with special duties (the Chairman, vice-Chairmen, directors charged with day-to-day management, members of the Executive Committee) fixed emoluments in addition to those provided for in the above paragraph.
- Each of the Directors responsible for day-to-day management is also entitled to variable compensation determined by the Board of Directors on the basis of their individual results and of the consolidated results of the Solvay Group.
- The sums referred to in the two preceding sub-sections are also paid out of overhead costs”.

5.2.1. Board of Directors individual compensation

- The Ordinary Shareholders’ Meetings of June 2005 and May 2012 (for Board attendance fee) decided to set directors’ pay, starting from the 2005 financial year, as follows:
  - an annual gross fixed compensation of €35,000 per director and additionally an individual attendance fee of €4,000 gross per Board meeting attended,
  - €4,000 gross for members of the Audit Committee and €6,000 gross for its Chairman for each meeting of the committee attended,
  - €2,500 gross per member of the Compensation Committee, Nominations Committee and Financial Committee and €4,000 gross for the Chairmen of these committees for each meeting attended, on the understanding that a director sitting on both the Compensation Committee and the Nominations Committee does not receive double compensation,
  - no attendance fees for the Chairman of the Board, the Chairman of the Executive Committee and the executive directors taking part in these committees.
- For the Chairman of the Board, the Board of Directors used its authorization under Article 26 of the bylaws to grant an additional yearly fixed compensation of €250,000 gross, unchanged since 2012, by reason of the workload and the responsibility attached to this.
The Chairman of the Board is the sole non-executive director for whom the Group provides administrative support (including the provision of an office, use of the General Secretariat, and a car). The other non-executive directors receive logistical support from the General Secretariat as and when needed. The Company also provides customary insurance policies covering Board of Directors’ activities in carrying out their duties.

The Compensation Committee has not proposed any changes in the current structure of the compensation packages for the Board Members and does not foresee any changes for 2020.

### 5.2.2. Amount of the compensation and other benefits granted directly or indirectly to directors (executive and non-executive) by the Company or by an affiliated company

#### Gross compensation and other benefits granted to directors

<table>
<thead>
<tr>
<th>Name</th>
<th>2019 Total gross amount including fix fees</th>
<th>2019 Board of Directors and Committees attendance fees</th>
<th>2018 Total gross amount including fix fees</th>
<th>2018 Board of Directors and Committees attendance fees</th>
</tr>
</thead>
<tbody>
<tr>
<td>N. Boël</td>
<td>75,000</td>
<td>40,000</td>
<td>75,000</td>
<td>40,000</td>
</tr>
<tr>
<td>“Article 26” supplement</td>
<td>250,000</td>
<td></td>
<td>250,000</td>
<td></td>
</tr>
<tr>
<td>Ilham Kadri</td>
<td>65,165</td>
<td>36,000</td>
<td></td>
<td></td>
</tr>
<tr>
<td>J-P. Clamadieu</td>
<td>9,833</td>
<td>4,000</td>
<td>71,000</td>
<td>36,000</td>
</tr>
<tr>
<td>J-M. Solvay</td>
<td>85,000</td>
<td>55,000</td>
<td>92,500</td>
<td>57,500</td>
</tr>
<tr>
<td>A. Lemarchand</td>
<td>95,000</td>
<td>60,000</td>
<td>83,000</td>
<td>48,000</td>
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<tr>
<td>B. de Laguiche</td>
<td>109,000</td>
<td>74,000</td>
<td>109,000</td>
<td>74,000</td>
</tr>
<tr>
<td>C. Casimir-Lambert</td>
<td>99,000</td>
<td>64,000</td>
<td>99,000</td>
<td>64,000</td>
</tr>
<tr>
<td>H. Coppens d’Eeckenbrugge</td>
<td>109,000</td>
<td>74,000</td>
<td>101,000</td>
<td>66,000</td>
</tr>
<tr>
<td>E. du Monceau</td>
<td>81,000</td>
<td>46,000</td>
<td>100,000</td>
<td>65,000</td>
</tr>
<tr>
<td>Y-T. de Siguy(1)</td>
<td>37,925</td>
<td>25,000</td>
<td>148,500</td>
<td>113,500</td>
</tr>
<tr>
<td>A. Moraleda</td>
<td>92,000</td>
<td>57,000</td>
<td>130,000</td>
<td>95,000</td>
</tr>
<tr>
<td>F. de Viron</td>
<td>90,000</td>
<td>55,000</td>
<td>93,500</td>
<td>58,500</td>
</tr>
<tr>
<td>G. Michel</td>
<td>89,500</td>
<td>54,500</td>
<td>98,500</td>
<td>63,500</td>
</tr>
<tr>
<td>R. Thorne</td>
<td>111,000</td>
<td>76,000</td>
<td>105,000</td>
<td>70,000</td>
</tr>
<tr>
<td>M. Oudeman</td>
<td>95,000</td>
<td>60,000</td>
<td>99,000</td>
<td>64,000</td>
</tr>
<tr>
<td>M. Lievonen</td>
<td>81,000</td>
<td>46,000</td>
<td>42,700</td>
<td>20,000</td>
</tr>
<tr>
<td>P. Tournay</td>
<td>71,000</td>
<td>36,000</td>
<td>46,700</td>
<td>24,000</td>
</tr>
<tr>
<td></td>
<td><strong>1,645,433</strong></td>
<td><strong>862,500</strong></td>
<td><strong>1,824,260</strong></td>
<td><strong>1,014,000</strong></td>
</tr>
</tbody>
</table>

(1) Up to May 8, 2019.
5.3. Executive Committee compensation

5.3.1. Solvay's compensation philosophy

Solvay's compensation policy aims to ensure that its Executive Committee is rewarded according to its performance in contributing to Solvay's long-term objectives of becoming a more resilient, more sustainable, and more innovative multi-specialty Group with high added value and future looking perspective in alignment with the new Group strategy.

The Solvay compensation structure is designed in line with the following principles:

- Total compensation is designed to be competitive in the relevant market and sector, so as to attract, retain, and motivate high caliber executives needed to deliver the Group’s strategy and drive business performance.
- Short-term and long-term variable compensation is well balanced, tied directly to the achievement of strategic objectives to drive sustainable performance and recognize excellent results once delivered.
- Compensation decisions are compliant and equitable, and balance cost and value appropriately.

5.3.2. Compensation structure and policy

Every year, the Compensation Committee annually obtains compensation data relating to the international market from Willis Towers Watson, a globally recognized compensation consultant.

Solvay's compensation structure for its Executive Committee is designed in accordance with the “pay-for-performance” approach approved by the Board of Directors, focusing on the Company's short-term and long-term performance. The level and structure of the compensation packages are aligned with market practices for similar functions at comparable companies.

Solvay’s frame of reference for assessing relevant competitive practice is a selection of European chemical and industrial manufacturing companies whose international operations, annual revenues, and headcount are reasonably close to its own. The Company periodically reviews the composition of this peer group to ensure that it continues to reflect Solvay's strategic direction.

The peer group is currently composed of 17 European multinational companies incorporated in six different European countries (Belgium, France, Germany, Netherlands, Switzerland, and the UK) and active in the chemical and/or the industrial sectors.

- Air Liquide
- BAE Systems
- BASF
- Bayer
- Covestro (new)
- DSM
- Evonik
- GKN (*)
- Johnson Matthey
- Lanxess
- Michelin
- Rolls Royce
- Saint Gobain
- Syngenta (*)
- Umicore
- Valeo (new)
- Vallourec

Compared to previous year two companies have been excluded from the peer group (Akzo Specialty Chemicals (now known as Nouryon) and Plastic Omnium) as comparative data was not available to Executive Compensation consultant. As such, these two companies have been replaced with Valeo and Covestro as relevant peer companies.

Overall, Solvay seeks to position itself at or around the relevant market median for base salary and benefits. Variable compensation, both short-term and long-term, is designed to provide an opportunity to receive top quartile pay if executives deliver superior performance.

(*) Impacted by recent M&A activities but market data still available.
**Fixed Compensation and Benefits**

**Base salary**
The base salary reflects the individual's experience, skills, duties, and responsibilities, and the contribution of the individual and role within the Group. It is paid monthly.

Base salary is reviewed annually and may increase considering a number of factors, including: (1) comparable salaries in appropriate comparator groups; (2) changes within the scope of the role; and (3) changes in the Group's size and profile.

**Pension and other benefits**
The primary purpose of pension and insurance plans is to establish a level of security for Solvay's employees and their dependents with respect to age, health, disability, and death. The benefits offered aim to be market-competitive, driving employee engagement and commitment in Solvay's business.

---

<table>
<thead>
<tr>
<th>Compensation structure components:</th>
</tr>
</thead>
<tbody>
<tr>
<td><strong>Fixed Compensation and Benefits</strong></td>
</tr>
<tr>
<td>Annual Base Salary</td>
</tr>
<tr>
<td>Pension &amp; Benefits</td>
</tr>
<tr>
<td><strong>Performance Period</strong></td>
</tr>
<tr>
<td>1 year</td>
</tr>
<tr>
<td>3 years following the grant year</td>
</tr>
</tbody>
</table>

- **Underlying EBITDA growth**
- **Free Cash Flow conversion**
- **Solvay ONE Planet progress**
- **Individual Objectives**
- **Sustained underlying EBITDA growth on YoY basis**
- **ROCE %**
- **Reduction in GHG (CO₂) emissions**
- **Share Price increase**

---

**Short and Long Term Variable Compensation**

**Short-term incentive Plan (STI) 2019**

Short-term incentives are linked partly to Group performance and partly to individual performance to drive and reward the overall annual performance of executives. Their short-term incentives have maximum award limits and are denoted as a multiple of their respective base salaries.

Performance is assessed on an annual basis using a combination of pre-determined Group and individual performance targets relevant to Solvay's strategy and set at the start of the year, as approved by the Compensation Committee. More specifically, the performance measures for 2019 were:

- **Group performance measured against annual underlying EBITDA (under a specific Free Cash Flow constraint)**;
- **Group progress towards “Solvay Way” Sustainable Development objectives as further explained below; and**
- **Individual performance: measured against a set of pre-determined annual objectives, approved by the Board of Directors.**
### 2019-STI performance (Targets and Performance)

#### Underlying EBITDA

<table>
<thead>
<tr>
<th></th>
<th>Threshold</th>
<th>Target</th>
<th>Maximum</th>
<th>Actual achievement</th>
<th>Actual Achievement in % (1)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Underlying EBITDA – Target and Actuals (M€)</td>
<td>2,220</td>
<td>2,420</td>
<td>2,620</td>
<td>2,322</td>
<td>51%</td>
</tr>
</tbody>
</table>

(1) The scores 0% and 200% are defined using a range of +/-200M€ with a target set at 2,420M€. With 2,322 M€ underlying EBITDA achieved in 2019 before polyamide reclassification in discontinued operations, the Economic incentive scores is 51% vs target.

#### Sustainable development

The sustainable development progress has been measured according to "Solvay Way", our internal referential. It addresses the performance of the main sustainability priorities of the Group (GHG Emissions, Safety, Engagement, Business Solutions, Societal Actions) and other material topics. The overall audited achievement for 2019 is 145% of the target as further detailed in Sustainability Management section of Annual Report.

#### Individual Performance

Individual performance measures against a set of pre-determined annual objectives, approved by the Board of Directors.

#### 2020 Short Term Incentive (STI) plan

To better align our incentivization structure with the Company's new G.R.O.W. strategy, the Board of Directors on the recommendation of the Compensation Committee has approved the following structure to the STI Plan:

1. Payout of Short Term Incentive plan is dependent on the achievement of the Group's performance at 60% of Total for the CEO and at 70% of Total for the other Members of the Executive Committee and respectively Individual performance weighted at 40% for CEO and at 30% of Total for the other Members of the Executive Committee.

2. Group's Performance in 2020 Financial year will be measured against:
   - Organic EBITDA Growth weighted at 70% of the Group's performance with a minimum and maximum threshold as the most important financial priority for the year;
   - Free Cash Flow conversion weighted at 20% of the Group's performance;
   - Achievement of Solvay ONE Planet initiative (measured using metrics like % of Sustainable solutions in sales, freshwater withdrawal, safety, diversity and others) weighted at 10% of Group performance.

3. As before Individual performance: measured against a set of pre-determined annual objectives, approved by the Board of Directors.

Metrics used to measure performance of the Group are being revised by the Board of the Directors for each financial year considering strategic objectives and priorities of the Group.

#### Long Term Incentive (LTI)

Long-term incentives consist of a 50/50 mix of stock options (SOP) and performance share units (PSU). Each annual LTI plan is subject to prior Board approval.

Board of Directors has the right to exercise discretion to the LTI award amount for the Members of Executive Committee, both upwards and downwards, of 50% of the target for any new grant.

Such discretion is maintained to ensure the Board of Directors has the flexibility to adjust the award level in the event of unique circumstances and the 50:50 split principle between SOP and PSU grants will be respected.

#### Stock Options

Under Belgian law, unlike other jurisdictions, taxes on stock options need to be paid by the executives at the time of grant. Taxes paid at the time of grant cannot be recouped if the options do not vest, demonstrating executives' commitment and belief in Solvay's long-term strategy and performance. Therefore Solvay, like other Belgian companies, sets no additional performance criteria for determining the vesting of stock options, which nonetheless need to be held for three full calendar years (options become exercisable on the first day of the 4th year after the grant date) followed with four year exercise period.

The stock option plan gives each beneficiary the right to buy Solvay shares at a strike price corresponding to the fair market value of the shares upon grant.

Every year, the Board of Directors determines the volume of stock options available for distribution, based on an assessment of the economic fair value at grant using the Black Scholes financial formula. The total volume of options available is then allocated to the top executives of the Company based on the importance of their individual contribution/position to the success of the Solvay Group.

- Options are granted at the money (or fair market value),
- Options become exercisable for the first time after three full calendar years following grant,
- Options have a maximum term of eight years,
- Options are not transferable inter vivos,
- The plan includes a bad leaver clause.
Performance Share Units (PSU)

The PSU's ensure alignment with market best practices, helping Solvay to remain competitive to attract, retain, and motivate key executives.

The PSU's are settled in cash and vest after three years from the date of grant only if pre-set performance objectives are met at minimum threshold level. The minimum payout will vary from zero if the “threshold” target is not met, to maximum payout of 120% if “upper” (maximum) target is achieved.

Each year, the Board of Directors determines the budget available for distribution based on the average closing Solvay's share prices on the Euronext during the 30 days preceding the grant date. The total volume of PSU available is then allocated to executives of the Company based on their individual contribution/position to delivering Solvay’s long-term strategy.

Key features of existing PSU program:
- The plan is purely cash-based and does not encompass any transfer of shares to beneficiaries. As such, it does not dilute the shareholders' interests.
- The vesting of the awards is based on meeting pre-set performance targets (see below).
- The performance period is measured over three years.
- Condition of employment up to achievement of performance targets.
- The plan contains a claw-back provision for a period of three years after the payout in case of erroneous results.
- Payout in cash based on the value of Solvay shares at vesting.

The Board of Directors assesses the achievement of the targets based on the audited results of the Group.

The Board of Directors may use discretion to also re-evaluate the targets set in cases of material change of perimeter or other unexpected circumstances. Where such discretion is applied by the Compensation Committee, which will not be used as a matter of routine, the rationale for the use of such discretion will be disclosed. Additionally, discretion, if used, would be subject to the award limit stated under the Compensation policy.

Effective January 1, 2020, the Board of Directors, on the recommendation from the Compensation Committee, has revised the performance indicators used for future PSU grants to align them with Solvay's G.R.O.W. strategy as well as take into account shareholder input:

- Sustained underlying EBITDA growth metric on year over year basis expressed as a % (40% of the award).
- ROCE % as a measurement of efficiency of capital employed as recommended by the investor community (40% of the award) to replace CFROI.
- Greenhouse Gas emission reduction (20% of the award) as a measurement towards Solvay long term sustainability commitment.

The Board of Directors with an intention has elected to use the Underlying EBITDA growth measurement as part of performance metrics for both Short Term Incentive and Performance Share Unit plans to emphasize the importance of the EBITDA growth as the key priority and driving force towards the financial sustainability and long term profitability of the Company so that short term gain is not delivered at a price of long term results.
The combination of the performance achievement at 60%, the share price differential (grant share price €77.91 vs. €97.85 share price at vesting), and the total dividends over three years (€10.80 per unit) has generated a payout of 84% of the granted PSU amount.

5.3.3. Chief Executive Officer

The remuneration package of the Chairman of the Executive Committee/CEO, Ms. Ilham Kadri, is in full compliance with Article 520 ter of the Companies’ Code and article 7:91 of the new Companies and Associations’ Code. It is set by the Board of Directors based on recommendations by the Compensation Committee.

Under Article 520 ter of the Companies Code, taken up in article 7:91 of the new Companies and Associations’ Code, from 2011 onwards, in the absence of statutory provisions to the contrary or express approval by the General Meeting of Shareholders, at least a quarter of variable compensation must be based on predetermined performance criteria that are objectively measurable over a period of at least two years, and at least another quarter should be based on predetermined performance criteria that are objectively measurable over a period of at least three years.

CEO Compensation structure

Base salary

The CEO’s base salary is €1.15 million, which was determined at the time of appointment and based on pay level of CEOs in Solvay’s defined peer group. The Board of Directors does not foresee a revision to the base salary of the CEO in 2020 as it remains aligned with the market median.

Pension & benefits

Regarding Ms. Ilham Kadri extra-legal pension rights, given her self-employed status in Belgium, the CEO has her own separate contractual agreement, with pension, death-in-service, and disability rules.

She is entitled to the following benefits:

- Defined Contribution Pension plan of ~25% of her total cash at target,
- Disability and life insurance plan,
- Medical plan.

Short-term incentive

The short-term incentive target is set at 100% of base salary, with a maximum of 150%. Payout of short-term incentive is based on the achievement of pre-defined performance targets based on:

- for 50% of the award – the Group’s underlying EBITDA (under a specific Free Cash Flow constraint).
- for 10% of the award – the Group’s Sustainable Development indicators. These indicators include, progress made on the internal sustainable development reference system, “Solvay Way”. The “Solvay Way” defines the Group’s approach to sustainability and covers all the Group’s management system as detailed in Sustainability Management section of the Annual report.
- for 40% of the award – individual objectives such as revision of the Groups purpose, strategy, portfolio management (divestments/acquisitions), and People Engagement.

The weights of the different performance measures for 2019 was maintained at the same level as the previous CEO.

Long-term incentive

The long-term incentives offered to the CEO comprise a 50/50 mix of stock options and PSU, with an annual economic value target set at 150% of the base salary and a maximum guidance set at 200% of such base salary.
2019 Award

In 2019, the face value of CEO’s overall LTI award totaled €1.725 million, in line with her LTI target of 150% of base salary. The actual gain on the PSU at the payout date will depend upon on the level of achievement of the performance targets set under the plan as well as of the performance of Solvay shares on the stock market. The resulting numbers of stock options and PSU are calculated using the Black Scholes model.

<table>
<thead>
<tr>
<th>Annual Base</th>
<th>Target award</th>
<th>Grant Value</th>
</tr>
</thead>
<tbody>
<tr>
<td>€ 1,150,000</td>
<td>(150% / 2)</td>
<td>€ 862,500</td>
</tr>
<tr>
<td>€ 1,150,000</td>
<td>(150% / 2)</td>
<td>€ 862,500</td>
</tr>
<tr>
<td>€ 1,725,000</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

The design of the Solvay long-term incentive plan offered to the CEO is subject to the final approval of the Board of Directors. Solvay’s commitment to offering its CEO a competitive yet challenging compensation package is demonstrated by the pay mix she is offered, with close to 70% of her pay being subject to the delivery of a sustainable value creation for all stakeholders.

CEO total compensation at target for 2019:

Amount of compensation paid and other benefits granted directly or indirectly to the Chairman of the Executive Committee

Based on the Board of Directors’ assessment of the extent to which she achieved her individual pre-set objectives the actual total 2019 compensation package of the Chairman of the Executive Committee was as follows:

Total Remuneration summary of the Chairman of the Executive Committee for 2019

<table>
<thead>
<tr>
<th>Name of Director, Position Start/End date</th>
<th>Fixed Remuneration</th>
<th>Variable Remuneration</th>
<th>Extra-ordinary items</th>
<th>Pension</th>
<th>Total Remuneration</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Base salary</td>
<td>Other Benefits (5)</td>
<td>One-year variable for 2019</td>
<td>Multi-year variable</td>
<td></td>
</tr>
<tr>
<td>Ilham Kadri, CEO &amp; Chairman of the Executive Committee, Start date: March 1, 2019(1)</td>
<td>1,150,000</td>
<td>154,582</td>
<td>1,361,600</td>
<td>NA</td>
<td>903,591(1)</td>
</tr>
<tr>
<td>Jean-Pierre Clamadieu, former CEO &amp; Chairman of the Executive Committee, End date: March 1, 2019</td>
<td>200,000</td>
<td>19,540</td>
<td>0</td>
<td>NA</td>
<td>117,916</td>
</tr>
</tbody>
</table>

(1) Member of Executive Committee as of Jan 1, 2019 and as a CEO as of March 1, 2019.
(2) Long-term benefits (e.g. death-in-service, disability & medical benefits) & benefits in kinds (e.g. company vehicle, tax assistance).
(3) One time compensation for the loss of variable remuneration from past employment due to resignation in 2018 and move to Solvay
(4) One time relocation expenses
(5) Non-Compete as reported in the annual report 2018 and paid in 2019.
Short-term incentive calculation

The annual incentive target remained set at 100% of the base salary, with a maximum of 150%.

Each performance measure can vary from 0% to 200% achievement but the maximum total payout is capped at 150% of the target.

The 2019 STI of the CEO corresponds to 118.4% of her base salary and below the maximum of 150% of base salary, as assessed by the Compensation Committee and approved by the Board. This outcome is the result of:

<table>
<thead>
<tr>
<th>Performance Measures</th>
<th>% of the STI</th>
<th>Achievement</th>
<th>Payout factor</th>
</tr>
</thead>
<tbody>
<tr>
<td>Underlying EBITDA (under cash constraint)</td>
<td>50%</td>
<td>51%</td>
<td>25.5%</td>
</tr>
<tr>
<td>Sustainable Development</td>
<td>10%</td>
<td>145%</td>
<td>14.5%</td>
</tr>
<tr>
<td>Individual Objectives</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Strategy and Purpose</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>M&amp;A portfolio</td>
<td>40%</td>
<td>196%</td>
<td>78%</td>
</tr>
<tr>
<td>Organization development</td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Total</td>
<td>100%</td>
<td>118.4%</td>
<td></td>
</tr>
</tbody>
</table>

STI payout calculation

<table>
<thead>
<tr>
<th>Base salary</th>
<th>x</th>
<th>Target incentive</th>
<th>x</th>
<th>Performance factor</th>
<th>=</th>
<th>Final Award</th>
</tr>
</thead>
<tbody>
<tr>
<td>STI</td>
<td>€ 1,150,000</td>
<td>100%</td>
<td>x</td>
<td>118.40</td>
<td>=</td>
<td>1,361,600</td>
</tr>
</tbody>
</table>

5.3.4. Remuneration of Other members of the Executive Committee

Pension and other benefits

The Executive Committee members are entitled to retirement, death-in-service, and disability benefits on the basis of the provisions of the plans applicable in their home countries. Other benefits, such as medical care and company cars or car allowances, as well as coverage of expenses related to expatriation and/or relocation due to Executive role, are also provided according to the rules applicable in the host country. The nature and magnitude of these other benefits are largely in line with median market practice.

Short-term incentive

<table>
<thead>
<tr>
<th>Target in % of base salary</th>
<th>Performance Measures</th>
<th>% of the STI</th>
</tr>
</thead>
<tbody>
<tr>
<td>70%</td>
<td>Underlying EBITDA (under cash constraint)</td>
<td>60%</td>
</tr>
<tr>
<td></td>
<td>Sustainable Development</td>
<td>10%</td>
</tr>
<tr>
<td></td>
<td>Individual Objectives</td>
<td>30%</td>
</tr>
<tr>
<td></td>
<td>Total</td>
<td>100%</td>
</tr>
</tbody>
</table>

The target short-term incentive for the members of the Executive Committee is 70% of base salary, with a maximum of 140% of base salary. Payout of short-term incentive is based on the achievement of pre-defined performance targets as explained in the Compensation policy.

The actual annual incentive can vary from 0% in cases of poor performance to 200% of the target in cases of outstanding collective and individual performance.
Long-term incentive

The Executive Committee members are eligible for Long Term Incentive grant value of €500,000 following the principles explained in the Compensation policy with 50:50 split between Stock Options and Performance Share units. Details of 2019 grant for the Members of Executive Committee are detailed in section 5.4 of this report.

Total amount of compensation paid and other benefits granted directly or indirectly to the other members of the Executive Committee by the Company or an affiliated company

<table>
<thead>
<tr>
<th>Name, Position Start/End date</th>
<th>Fixed Remuneration</th>
<th>Variable Remuneration</th>
<th>Extra-ordinary items</th>
<th>Pension</th>
<th>Total Remuneration</th>
</tr>
</thead>
<tbody>
<tr>
<td></td>
<td>Base salary</td>
<td>Other Benefits(2)</td>
<td>One-year variable for 2019</td>
<td>Multi-year variable(3)</td>
<td></td>
</tr>
<tr>
<td>Karim Hajjar, CFO &amp; Executive Committee member</td>
<td>871,242</td>
<td>210,717</td>
<td>200,000</td>
<td>209,151</td>
<td>NA</td>
</tr>
<tr>
<td>Vincent De Cuyper, Executive Committee member</td>
<td>683,643</td>
<td>58,431</td>
<td>310,000</td>
<td>209,151</td>
<td>NA</td>
</tr>
<tr>
<td>Hua Du, Executive Committee member(1a)</td>
<td>628,571</td>
<td>137,615</td>
<td>348,000</td>
<td>167,321</td>
<td>NA</td>
</tr>
<tr>
<td>Augusto Di Donfrancesco, Executive Committee member(1b)</td>
<td>550,000</td>
<td>105,775</td>
<td>328,000</td>
<td>209,151</td>
<td>NA</td>
</tr>
<tr>
<td>Herve Tiberghien, Chief People Officer &amp; Executive Committee member, start date: September 1, 2019</td>
<td>106,933</td>
<td>55,039</td>
<td>80,000</td>
<td>NA</td>
<td>58,703(4)</td>
</tr>
<tr>
<td>Pascal Juery, Executive Committee member, end date: March 31, 2019</td>
<td>170,453</td>
<td>19,822</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>Cecile Tandeau de Marsac, Executive Committee member, end date: March 31, 2019</td>
<td>113,599</td>
<td>7,847</td>
<td>NA</td>
<td>NA</td>
<td>NA</td>
</tr>
<tr>
<td>Total</td>
<td>3,124,441</td>
<td>595,246</td>
<td>1,266,000</td>
<td>794,774</td>
<td>58,703</td>
</tr>
</tbody>
</table>

(1a) Expatriate assignment in Belgium; compensation determined in Hong Kong (HKD); exchange rate 1Eur = 8.75 HKD
(1b) Expatriate assignment in Belgium from Italy
(2) Long-term benefits (e.g. death-in-service, disability & medical benefits) & benefits in kinds (e.g. company vehicle, expatriation package expenses, tax assistance).
(3) PSU 2016-2018 paid in June 2019
(4) One time relocation expenses

Statements of compliance of remuneration for Chairman and Members of Executive Committee

Variable compensation consisted of an annual incentive based on the performance achieved relative to pre-set collective Group economic and sustainable development performance objectives, and on the performance of the manager as measured against a set of pre-determined individual objectives.

Executive Committee members receive stock options and performance share units as explained above.

The remuneration package of the members of the Executive Committee is in full compliance with Article 520 ter of the Companies’ Code and art 7:91 of the new Companies and Associations’ Code.

Executive Committee members’ expenses, including those of its Chairman, are governed by the same rules as apply to all Group management staff, i.e. the justification of all business expenses, item by item. Private expenses are not reimbursed. In the case of mixed business/private expenses (e.g. cars), a proportional rule is applied in the same way as to all management staff in the same position. Pensions and retirement and death-in-service coverage for Executive Committee members are based in principle on the provisions of the schemes applicable to senior executives in their base countries.

In the area of insurance, the Company takes out the same type of cover for Executive Committee members as it does for its senior managers.
5.4. Stock options and PSU allotted in 2019 to Executive Committee members

In 2019, at the proposal of the Compensation Committee, the Board of Directors allotted stock options to approximately 50 Top Group executives. The exercise price amounts to €97.05 per option, with a three-year vesting period. Executive Committee members were granted a total of 118,822 options in February 2019.

In combination with the stock option plan, the Board of Directors granted Performance Share Units to approximately 450 Key executives of the Group, for a possible payout in three years' time if pre-set performance objectives (i.e. underlying EBITDA growth, CFROI, and GHG emission reduction) are met. Executive Committee members were granted a total of 21,767 PSU in February 2019.

<table>
<thead>
<tr>
<th>Country</th>
<th>Name</th>
<th>Function</th>
<th>Number of Options(1)</th>
<th>Number of PSU's(2)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Belgium</td>
<td>Kadri, Ilham</td>
<td>CEO/Chairman of the Executive Committee</td>
<td>48,537</td>
<td>8,887</td>
</tr>
<tr>
<td>Belgium</td>
<td>De Cuyper, Vincent</td>
<td>Member of the Executive Committee</td>
<td>14,069</td>
<td>2,576</td>
</tr>
<tr>
<td>Belgium</td>
<td>Hajjar, Karim</td>
<td>Member of the Executive Committee</td>
<td>14,069</td>
<td>2,576</td>
</tr>
<tr>
<td>Belgium</td>
<td>Di Donfrancesco, Augusto</td>
<td>Member of the Executive Committee</td>
<td>14,069</td>
<td>2,576</td>
</tr>
<tr>
<td>Belgium</td>
<td>Du, Hua</td>
<td>Member of the Executive Committee</td>
<td>14,069</td>
<td>2,576</td>
</tr>
<tr>
<td>Belgium</td>
<td>Juéry, Pascal</td>
<td>Member of the Executive Committee</td>
<td>14,069</td>
<td>2,576</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td></td>
<td><strong>118,882</strong></td>
<td><strong>21,767</strong></td>
</tr>
</tbody>
</table>

(1) Stock options: Black Scholes fair value for February 2019 grant was at €17.77
(2) PSU's share price for February 2019 grant was at €97.05

Stock Options granted and held by Executive Committee Members as on December 31,2019

<table>
<thead>
<tr>
<th>Country</th>
<th>Name</th>
<th>Held at 31/12/2018</th>
<th>Granted in 2019</th>
<th>Exercised in 2019</th>
<th>Expired in 2019</th>
<th>Held(1)</th>
<th>Exercisable</th>
<th>Non exercisable</th>
</tr>
</thead>
<tbody>
<tr>
<td>Belgium</td>
<td>Kadri, Ilham</td>
<td>0</td>
<td>48,537</td>
<td>0</td>
<td>0</td>
<td>48,537</td>
<td>0</td>
<td>48,537</td>
</tr>
<tr>
<td>Belgium</td>
<td>De Cuyper, Vincent</td>
<td>109,770</td>
<td>14,069</td>
<td>18,088</td>
<td>0</td>
<td>105,751</td>
<td>33,641</td>
<td>72,110</td>
</tr>
<tr>
<td>Belgium</td>
<td>Hajjar, Karim</td>
<td>94,348</td>
<td>14,069</td>
<td>0</td>
<td>0</td>
<td>108,417</td>
<td>21,164</td>
<td>87,253</td>
</tr>
<tr>
<td>Belgium</td>
<td>Di Donfrancesco, Augusto</td>
<td>95,938</td>
<td>14,069</td>
<td>0</td>
<td>0</td>
<td>110,007</td>
<td>37,897</td>
<td>72,110</td>
</tr>
<tr>
<td>Belgium</td>
<td>Du, Hua</td>
<td>78,930</td>
<td>14,069</td>
<td>1,320</td>
<td>0</td>
<td>91,679</td>
<td>27,913</td>
<td>63,766</td>
</tr>
<tr>
<td><strong>Total</strong></td>
<td></td>
<td><strong>378,986</strong></td>
<td><strong>104,813</strong></td>
<td><strong>19,408</strong></td>
<td><strong>0</strong></td>
<td><strong>464,391</strong></td>
<td><strong>120,615</strong></td>
<td><strong>343,776</strong></td>
</tr>
</tbody>
</table>

(1) Held = Exercisable + Non exercisable
5.5. Comparative information on the change of remuneration and company performance

In an interest to increase transparency of past, current and future remuneration programs and in alignment with investor interest and legislative environment the following table demonstrates the change of remuneration for members of the Board, Chief Executive Officer, Members of Executive Committee in comparison to performance of the Group and average remuneration of Solvay employees over period of 5 years.

<table>
<thead>
<tr>
<th>Remuneration for Member of the Board(1)</th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
<th>Remuneration for 2019 (Amount)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Remuneration of CEO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Annual Base on year over year basis</td>
<td>10%</td>
<td>0%</td>
<td>0%</td>
<td>9%</td>
<td>NA(2)</td>
<td>1,150,000</td>
</tr>
<tr>
<td>Variable STI payout vs Target</td>
<td>137%</td>
<td>121%</td>
<td>149%</td>
<td>134%</td>
<td>118%</td>
<td>1,361,600</td>
</tr>
<tr>
<td>PSU Payout value vs Target</td>
<td>NA</td>
<td>54%</td>
<td>111%</td>
<td>108%</td>
<td>NA(2)</td>
<td>NA(2)</td>
</tr>
<tr>
<td>LTI Grant value vs Target</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>1,725,000</td>
</tr>
</tbody>
</table>

<table>
<thead>
<tr>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
<th></th>
</tr>
</thead>
<tbody>
<tr>
<td>Remuneration of CEO</td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Annual Base on year over year basis (includes mandatory increase in Belgium)</td>
<td>3.3%</td>
<td>3.5%</td>
<td>3.5%</td>
<td>12.2%(3)</td>
<td>3.6%</td>
<td>3,124,441</td>
</tr>
<tr>
<td>Variable STI payout vs Target</td>
<td>128%</td>
<td>112%</td>
<td>144%</td>
<td>120%</td>
<td>72%</td>
<td>1,266,000</td>
</tr>
<tr>
<td>PSU Payout value vs Target</td>
<td>NA</td>
<td>54%</td>
<td>111%</td>
<td>108%</td>
<td>84%</td>
<td>794,774</td>
</tr>
<tr>
<td>LTI Grant value vs Target</td>
<td>100%</td>
<td>100%</td>
<td>100%</td>
<td>200%</td>
<td>100%</td>
<td>2,500,000</td>
</tr>
</tbody>
</table>

| Solvay performance                            |      |      |      |      |      |                               |
| EBITDA growth vs Target for the Year           | 109% | 96%  | 138% | 105% | 51%  |                               |
| Progress towards Sustainable Development objective vs Target for the Year | 174% | 140% | 181% | 165% | 145% |                               |

<table>
<thead>
<tr>
<th>Average remuneration of a full-time equivalent basis of employees(8)</th>
<th>2015</th>
<th>2016</th>
<th>2017</th>
<th>2018</th>
<th>2019</th>
<th>Remuneration for 2019 (Amount)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Employees of the Group</td>
<td>3%</td>
<td>16%(4)</td>
<td>7%</td>
<td>0.6%(4)</td>
<td>5%</td>
<td></td>
</tr>
</tbody>
</table>

(1) as indicated in Compensation Report remuneration for Board of Directors has not been changed from 2012 and is dependend only from number of meetings.
(2) New CEO
(3) Extension of the Executive Committee and related market adjustment for C.Tandeau de Marsac, A.Di Donfrancesco, H.Du from March 1st;
(4) Full Integration of Cytec in 2016
(5) Oxygen restructuring impact
(6) Including grant for K.Hajjar, V.De Cuyper, A.Di Donfrancesco, H.Du, P.Juery.
(7) Average remuneration of employees is calculated on basis of “Wages and direct social benefits” divided by the number of employees on year over year bases for continues operations.
5.6. Key provisions of Executive Committee members’ contractual relationships with the Company and/or an affiliated company, including provisions relating to compensation in the event of early departure

Executive Committee members, including its Chairman (or CEO), have directorships in Group subsidiaries as a function of their responsibilities. Where such directorships are compensated, they are included in the amounts given above, regardless of whether the position is deemed to be salaried or undertaken on a self-employed basis under local legislation.

Executive Committee members will not benefit from any contractual departure indemnity linked to the exercise of their office. In case of early termination, only the legal system applies.

In the event of a decision to terminate Ms. Ilham Kadri’s contract, she will be eligible for a contractual indemnity of 12 months of her total compensation target. In the event Ms. Ilham Kadri resigns after January 2021, she is subject to a non-competition clause of 12 months with no extra compensation.

As it was disclosed in the Annual report of 2018 Jean-Pierre Clamadieu received two months base salary €200,000 while in the role and according to previous contractual terms. In addition a 24-months non-compete undertaking was provided for in his contract and has been activated by the Company, resulting in the payment to Mr. Jean-Pierre Clamadieu of a non-compete indemnity of €1,960,000.

There was no accelerated vesting applied to his existing LTI, which remain subject to Group performance.

The above is in line with Belgian Corporate governance requirements.

Mr. Pascal Juery and Ms. Cecile Tandeau de Marsac left the Executive Committee on March 31st, 2019 without any termination indemnity related thereto.
6. Main characteristics of risk management and internal control systems

Solvay leaders and managers are accountable for the adequacy of the risk management and internal control framework in their respective entities (businesses, functions).

The Internal Audit & Risk Management Department (IA/RM) advises and ensures that leaders are well supported. The team is in charge of setting up a comprehensive and consistent system of risk management and internal control across the Group.

The extent to which Solvay is willing to take risks in the pursuit of its business strategy and objective to create shareholder value is defined by a number of qualitative and quantitative expressions of risk appetite, operated through measures such as limits, triggers and indicators. The Internal Audit & Risk Management Department (IA/RM) communicates directly with the Audit Committee, which plays a key role in the foundation of the Group's risk culture, helping to align the risk appetite of management with the Board. The risk management function is responsible for reviewing the scope and operation of these risk appetite measures regularly to determine that they remain relevant.

Solvay has set up an internal control system designed to provide reasonable assurance that (i) current laws and regulations are respected, (ii) policies and objectives set by general management are implemented, (iii) financial and extra-financial information is accurate, and (iv) internal processes are efficient, particularly those contributing to the protection of its assets.

The five components of the internal control system are described below.

6.1. The control environment

As the foundation of the internal control system, the control environment promotes awareness and compliant behavior among all employees. Its various elements create a clear structure of principles, roles, rules, and responsibilities, while demonstrating general management’s commitment to compliance.

- **The Solvay Management Book** lists guiding principles and defines the roles and responsibilities of the Executive Committee, Global Business Units, and functions;
- The new **Code of Business Integrity** is available on Solvay’s website. More information can be found in the Charter on Corporate Governance;
- An **Ethics Helpline**, managed by a third party, enables employees to report potential Code of Business Integrity violations if they cannot go through their managers or through the Compliance organization, or if they wish to remain anonymous. More information can be found in the Charter on Corporate Governance and extra-financial section;
- **Standardized processes** are in place for financial and non-financial activities.

6.2. The risk assessment process

The process of risk management takes into account the organization’s strategic objectives and is structured into the following phases:

- Risk analysis (identification and evaluation),
- Decision on how to manage the critical risks,
- Implementation of risk management actions, and,
- Monitoring of those actions.

The approach to designing internal controls for major processes includes a risk assessment step defining which key control objectives to tackle. This is the case in particular for processes at subsidiary, shared service, GBU, or corporate level, leading to the production of reliable financial reporting.

More information on Enterprise Risk Management, including a description of the Group’s main risks and the actions taken to avoid or mitigate them, can be found in the “Risk management” section.

6.3. Control activities

Solvay uses a systematic approach to designing and implementing control activities for the most relevant Solvay processes.

After a risk analysis and a risk assessment phase, the controls are designed and described by the corporate process managers with the support of the Risk Management team. The controls descriptions are used as a reference for the internal control assessment and roll-out across the Group.

At each level of the Group (corporate, Shared Services platforms, and GBUs), the manager operating the process is responsible for the control execution.

Agile internal control governance has been set up under the CFO sponsorship: Corporate Process Owners and GBU representatives (Process Risk Coordinators) are part of a network aiming to promote an Internal Control system tailored to the risks of each GBU.

Solvay implements policies, processes, and red lines applicable to all employees in the following domains: management control, financing and cash flow, financial control, financial communication, tax, and insurance policies. Control activities are defined for all these financial processes and in major cross-Group projects, like acquisitions and divestitures. Furthermore, an online Financial Reporting Guide explains how the IFRS rules should be applied throughout the Group.
Financial elements are consolidated monthly and analyzed at every level of responsibility in the Company (Solvay Business Services, the finance director of the entity, Group Accounting and Reporting, and the Executive Committee). Elements are analyzed using various methods, such as a variance analysis, plausibility and consistency checks, ratio analysis, and comparison with forecasts.

Besides the monthly reporting analysis prepared by Group Controlling teams, the Executive Committee thoroughly reviews GBU performance every quarter in the context of business forecast reviews.

6.4. Information and communication

Group-wide information systems are managed by Solvay Business Services. A large majority of Group operations are supported by a small number of integrated ERP (Enterprise Resource Planning) systems. Financial consolidation is supported by a dedicated tool.

All financial reporting procedures and internal controls ensure that all material information disclosed by Solvay to its investors, creditors, and regulators is accurate, transparent, and timely, and that it fairly represents the Group’s most relevant developments, financial fundamentals, and performance.

The Group Accounting and Reporting department circulates written detailed instructions to all financial actors involved before each quarterly closing.

The publication of the quarterly financial results is subject to various checks and validations carried out in advance:

- The Investor Relations team designs, develops, and issues messages and information about the Group with the needs of financial markets in mind. It does so under the supervision and control of the Executive Committee;
- The Audit Committee ensures that financial statements and communications by the Company and the Group, conform to generally accepted accounting principles (IFRS for the Group, Belgian accounting law for the Company);
- The Board of Directors approves the consolidated periodic financial statements and those of Solvay SA (quarterly – consolidated only, semiannual and annual) and all related communications.

6.5. Internal control monitoring

The Audit Committee is in charge of monitoring the effectiveness of internal control systems. It supervises the work of Internal Audit and Risk Management with regard to financial, operational, and compliance monitoring. It is kept informed of the scope, programs, and results of the internal audit work, and it verifies that audit recommendations are properly implemented. The role and responsibilities of the Audit Committee are further detailed in the Charter.

Internal audit assignments are scoped, planned and defined on the basis of a risk analysis; due diligence focuses on the areas perceived as having the highest risks. All the consolidated entities within the Group are inspected by Internal Audit at least every three years. Internal Audit recommendations are implemented by management.

The Ethics and Compliance department coordinates investigations of potential Code of Business Integrity infringements.
7. External audit

The audit of the Company's financial situation, its financial statements, its extra-financial statements, and the conformity of those statements – and the entries to be recorded in the financial statements in accordance with the Companies Code and the bylaws – are entrusted to one or more auditors appointed by the Shareholders’ Meeting from among the members, either natural or legal persons, of the Belgian Institute of Company Auditors.

The responsibilities and powers of the auditor(s) are set by law.

- The Shareholders’ Meeting sets the number of auditors and their emoluments in accordance with the law. Auditors are also entitled to reimbursement of their travel expenses for auditing the Company's sites and administrative offices.
- The Shareholders’ Meeting may also appoint one or more alternate auditors. Auditors are appointed for three-year renewable terms, which may not be revoked by the Shareholders’ Meeting other than for good reason;
- The Audit Committee assesses the effectiveness, independence and objectivity of the external auditor having regard to the:
  - Content, quality and insights on key external auditor plans and reports; in particular those summarizing audit work performed on risks identified by the Company;
  - Engagement with the external auditor during Committee meetings;
  - Robustness of the external auditor in their handling of key accounting principles; Provision of non-audit services.

At the Ordinary Shareholders' meeting of Tuesday May 14, 2019, the mandate of Deloitte has been renewed for a further three years. Deloitte is represented by Michel Denayer and by Corine Magnin as alternate auditor.

Please note that at the request of Deloitte, the Board of Directors acknowledged on November 6, 2019 that Deloitte will now be represented jointly by Michel Denayer and Corine Magnin.

The yearly 2019 audit fees for Solvay SA were set at €1.2 million. They include the audit of the statutory and consolidated accounts of Solvay SA. Additional audit fees for Solvay affiliates in 2019 amount to €4.9 million. Supplementary non-audit fees of €1.5 million were paid in 2019 by Solvay SA and affiliates of which:

a. Invoiced by the statutory auditor of the Group:
   - Other assurance missions: €0.6 million,

b. Invoiced by other Deloitte entities:
   - Other assurance missions: €0.4 million,
   - Tax advisory and compliance: €0.5 million.
8. Items to be disclosed pursuant to Article 34 of the Belgian Royal Decree of November 14, 2007

According to Article 34 of the Belgian Royal Decree of November 14, 2007, the Company hereby discloses the following items:

8.1. Capital structure and authorizations granted to the Board

As at December 21, 2015, the capital of the Company amounted to €1,588,146,240 represented by 105,876,416 ordinary shares with no par value, fully paid up.

All Solvay shares are entitled to the same rights. There are no different classes of shares.

8.2. Transfer of shares and shareholders’ arrangements

Solvay’s bylaws do not contain any restriction on the transfer of its shares.

The Company has been informed that certain individual shareholders who hold shares directly in Solvay have decided to consult one another when questions of particular strategic importance are submitted by the Board of Directors to the Shareholders’ Meeting. Each of these shareholders, however, remains free to vote as he or she chooses. None of these persons, either individually or in concert with others, reaches the initial 3% transparency notification threshold.

Solvay is not aware of any other voting agreements among its shareholders or of the existence of a concert between its shareholders.

8.3. Holders of securities with special control rights

There are no such securities.

8.4. Control mechanism of any employee share scheme where the control rights are not exercised directly by the employees

There is no employee share scheme with such a mechanism.

8.5. Restrictions on the exercise of voting rights

Each Solvay share entitles holders thereof to exercise one vote at Shareholders’ Meetings.

Article 11 of the Company’s bylaws provides that the exercise of voting rights and other rights attached to shares that are jointly owned, or of which the usufruct and bare ownership rights have been separated or are pledged, are suspended pending the appointment of a single representative to exercise the rights attached to the shares. Such article 11 will be come article 10 after the changes to the By-Laws which will be proposed to the next Shareholders’ Meeting.

The voting rights attached to the shares in Solvay held by Solvay Stock Option Management are, as a matter of law, suspended.

8.6. Appointment, renewal, resignation and dismissal of directors

The bylaws of the Company provides that the Company is to be managed by a Board of Directors composed of no less than five members, their number being determined by the Shareholders’ Meeting (Article 14). Which will become article 12 after the changes to the By-Laws which will be proposed to the next Shareholders’ Meeting.

Directors are appointed by the Shareholders’ Meeting for four years (and may be reappointed).

The Board of Directors submits directors’ appointments, renewals, resignations or dismissals to the Ordinary Shareholders’ Meeting for approval. It also invites such Shareholders’ Meetings to vote on the independence of the directors fulfilling the related criteria, having first sought the advice of the Nominations Committee, whose mission is to define and assess the profile of any new candidate using its criteria for appointment and for specific competences.

The Ordinary Shareholders’ Meeting decides on proposals made by the Board of Directors in this matter by a simple majority.

If a directorship becomes vacant during a term of office, the Board of Directors may appoint a new member, subject to ratification by the next Ordinary Shareholders’ Meeting.
8.7. Amendment of Solvay’s bylaws

Amendments to the Company's bylaws must be submitted as a resolution to the Shareholders' Meeting, at which at least 50% of the share capital or Solvay must be present or represented, and in principle must be passed by a 75% majority of the votes cast.

If the attendance quorum is not met at the first Extraordinary Shareholders' Meeting, a second Shareholders' Meeting may be convened and will decide without any attendance quorum requirement.

For certain other matters (e.g. amendment of the purpose of the Company), higher voting majorities may apply.

8.8. Powers of the Board of Directors, in particular to issue and buy back shares

8.8.1. Powers of the Board of Directors

The Board of Directors is the highest management body of the Company.

It is entrusted with all the powers that are not reserved, by law or under the bylaws, to the Shareholders' Meeting.

The Board of Directors has kept responsibility for certain key areas for itself and has delegated the remainder of its powers to an Executive Committee (further detailed in the Charter).

In all matters for which it has exclusive responsibility, the Board of Directors works in close cooperation with the Executive Committee, which in particular is responsible for preparing most of the proposals for decisions by the Board of Directors.

8.8.2. The Board’s authorizations to issue and buy back shares

The Board of Directors was authorized, until December 31, 2016, to increase the capital by contributions in cash up to a maximum of €1.5 billion, of which a maximum amount of €1,270,516,995 to be allocated to the “capital” account and the remainder to the “issuance premium” account in the framework of the acquisition of Cytec Industries Inc. Said acquisition was completed on December 9, 2015, and in order to finance part of it, the Board of Directors proceeded with a share capital increase for an amount of €317,629,245 by issuing 21,175,283 new ordinary Solvay shares, with an issuance premium of €1,182,216,050. This special authorization is therefore no longer relevant.

The Shareholders’ Meeting has currently not authorized the Board of Directors to acquire Solvay's own shares.

At the next General Assembly, the Board of Directors will propose to add in the By-Laws of the Company the following provisions:

- The authorization to acquire Solvay's own shares under the following conditions:
  - Limitation to 10% of the shares,
  - Any purchase to be made at market price,
  - Five year duration,
  - It can be used for any purpose except as an anti take-over defence measure.

- The authorization enabling the Board of Directors to increase the Capital of the Company under the following conditions:
  - Limitation to 10% of the shares,
  - Five year duration,
  - The Board of Directors can cancel the preference right of existing shareholders at the occasion of any increase it decides under the authorization.
  - It can be used for any purpose except as an anti take-over bid defence.

8.9. Significant agreements or securities that may be impacted by a change of control of the company

The Ordinary Shareholders’ Meeting of May 10, 2016 approved the change of control provisions relating to the December 2015 euro- denominated senior and hybrid bonds and the USD- denominated senior notes issued to finance the acquisition of Cytec and the general corporate purposes of the Solvay Group.

8.10. Agreements between the Company and its directors or employees providing for compensation if directors resign or are good leavers, or in the case of a public takeover bid

Not applicable