

Free translation*

RELAXATION OF THE CONDITIONS FOR HOLDING
SOLVAC SHARES

It is recalled that pursuant to Articles 6 to 8 of the articles of association, all Solvac shares are registered and in principle reserved for natural persons.

Any assignment or transfer to a legal entity or an assimilated person (nominees, trustees, foundations, collective investment funds and investment clubs, whatever their legal form, as well as all associations or entities, with or without legal personality, which do not qualify as natural persons in the strict sense acting for their own account and as real owners) is subject to the prior approval by the Board of Directors. Pursuant to Article 10*bis*, §3, subparagraph 1, of the articles of association, the same applies to any subscription of new shares by such a person.

This approval clause in the articles of association is enforceable in the event of a public takeover bid pursuant to Article 512 of the Belgian Companies Code. Indeed, the Board of Directors grants or refuses approval on the basis of predefined objective criteria, notified to the Financial Services and Markets Authority (FSMA) and included in the corporate governance statement of the company. The Board of Directors applies these conditions of approval in a consistent and non-discriminatory manner.

At its meeting on September 22, 2015, the Board of Directors has decided to relax its approval policy, in particular by extending the categories of eligible entities to certain structures commonly used by natural persons for the management of their estate, while subjecting this extension to criteria aimed at ensuring the transparency of these structures as well as a longer-term investment horizon.

Thus, the Board of Directors may henceforth grant approval to entities belonging to one of the following categories and satisfying the conditions set out below. These include specific conditions for each category (section I) as well as those contained in the common provisions (section II).

I. Categories of eligible entities

1. Financial intermediaries

Approval may be granted to credit institutions, stockbroking firms and other intermediaries authorized to execute orders directly on a regulated market, which are established in the European Union:

* Only the French and Dutch texts of this memorandum are authentic; in case of discrepancy, those texts prevail over this English translation.

- (a) either in order to enhance the liquidity of the Solvac share, up to a maximum of 100,000 shares per entity,
- (b) or as part of an underwriting or other placement arrangement for new shares issued by Solvac, so long as these shares are transferred to natural persons or approved entities within three months,

provided that the financial intermediary concerned does not exercise the voting rights attached to the Solvac shares held by it.

2. Partnerships

Approval may be granted to partnerships and other associations or entities without legal personality of their own that satisfy the following cumulative conditions:¹

- (a) the entity is established under the laws of one of the Member states of the European Union or of the Organisation for Economic Co-operation and Development (OECD) and has its seat of effective management in one of these States ;
- (b) the principal activity of the entity consists in the acquisition, holding, management and realization of an estate composed of securities and, where applicable, real estate ;
- (c) all the partners are natural persons acting in their own name and for their own account, whose identity must be disclosed to Solvac;²
- (d) the number of partners does not exceed 15, it being understood that the co-owners of shares and, in case of continuity of the entity after the death of a partner, the heirs of the deceased, are counted as one person;
- (e) the Solvac shares and, where applicable, the Solvay shares represent an important part of the assets held by the entity (this criterion being in any case deemed satisfied if the market value of those shares represents 20% or more of the inventory value of those

¹ These conditions have been relaxed compared to those disclosed in the press release of March 31, 2014. The revised conditions apply as of their publication date, *i.e.* October 12, 2015, both for the approval requests pending at this date and for the entities already approved before that date (with regard to the conditions that must be met continuously in order to maintain the approval).

² By way of derogation from this paragraph (c), partnership interests may also be held by trusts, foundations or private estate companies which (i) have been approved themselves or (ii) satisfy the conditions provided in subsections I.3, I.4 or I.5 below, other than that specified in paragraphs I.3(f), I.4(f) or I.5(f), *provided that* such private estate companies must themselves fully satisfy the condition set out in paragraph I.5(d) without derogation. Consequently, the Board of Directors will not approve complex structures with more than two levels.

Moreover, this derogation does not apply if the sum of Solvac shares held by the entity whose approval is sought and by those of its partners that are trusts, foundations or private estate companies exceeds the threshold of 7.5% set out to in paragraph (f) below.

assets or amounts to at least EUR 2,500,000); failing this test, the entity commits to holding the Solvac shares for at least 24 months as from their acquisition;

- (f) the entity holds no more than 7.5% of the total number of shares issued by Solvac;
- (g) the partnership agreement or other instrument governing the entity does not contain any provision that is inconsistent with paragraphs (a) to (f) above.³

3. Trusts

Approval may be granted to trusts that satisfy the following cumulative conditions :

- (a) the trust corresponds to the characteristics defined in Article 2 of the Hague Convention of July 1, 1985 on the Law Applicable to Trusts and on their Recognition ; it is governed by the law of one of the Member states of the European Union or of the OECD and has its seat of effective administration in one of these States;
- (b) the settlor(s) is (are) natural persons;
- (c) the purpose of the trust is to manage, in the interest of one or more determined beneficiaries, securities and, where applicable, real estate, placed in trust by the settlor(s) and which initially belonged to her (their) private estate;
- (d) all beneficiaries are natural persons, acting in their own name and for their own account, whose identity must be disclosed to Solvac ;
- (e) the number of beneficiaries does not exceed 15, it being understood that in case of continuity of the trust after the death of a beneficiary, the heirs of the deceased are counted as one person;
- (f) the Solvac shares and, where applicable, the Solvay shares represent an important part of the *corpus* of the trust (this criterion being in any case deemed satisfied if the market value of those shares represents 20% or more of the inventory value of the assets held in trust or amounts to at least EUR 2,500,000); failing this test, the trustee commits to holding the Solvac shares for at least 24 months as from their acquisition;
- (g) the trust holds no more than 7.5% of the total number of shares issued by Solvac;
- (h) the trust deed does not contain any provision that is inconsistent with paragraphs (a) to (g) above.⁴

³ By way of a transitional measure, if approval is sought between October 12, 2015, *i.e.*, the publication date of the new approval rules, and December 31, 2015, the entity in question may be approved if its partners commit to bring its partnership agreement or other constituent instrument into compliance with this paragraph (g) and to provide Solvac with the instrument of amendment before May 1, 2016.

⁴ The transitional measure described in footnote 3 above applies *mutatis mutandis*.

4. Foundations

Approval may be granted to foundations that satisfy the following cumulative conditions :

- (a) the foundation is organized under the laws of one of the Member states of the European Union or of the OECD and has its seat of effective administration in one of these States ;
- (b) the founder(s) is (are) natural persons;
- (c) the purpose of the foundation is to manage, for the benefit of one or more determined persons, securities and, where applicable, real estate, contributed by the founder(s) and which initially belonged to her (their) private estate;
- (d) all beneficiaries are natural persons acting in their own name and for their own account, whose identity must be disclosed to Solvac;
- (e) the number of beneficiaries does not exceed 15, it being understood that in case of continuity of the foundation after the death of a beneficiary, the heirs of the deceased are counted as one person;
- (f) the Solvac shares and, where applicable, the Solvay shares represent an important part of the assets held by the foundation (this criterion being in any case deemed satisfied if the market value of those shares represents 20% or more of the inventory value of those assets or amounts to at least EUR 2,500,000); failing this test, the foundation commits to holding the Solvac shares for at least 24 months as from their acquisition;
- (g) the foundation holds no more than 7.5% of the total number of shares issued by Solvac;
- (h) the constituent instrument(s) of the foundation do not contain any provision that is inconsistent with paragraphs (a) to (g) above.⁵

5. Private estate companies

Admission may be granted to private estate companies that satisfy the following cumulative conditions:

- (a) the company is incorporated under the laws of one of the Member states of the European Union or of the OECD and has its seat of effective management in one of these States;
- (b) the principal activity of the company consists in the acquisition, holding, management and realization of an estate composed of securities and, where applicable, real estate;
- (c) all the shares of the company are registered shares;

⁵ The transitional measure described in footnote 3 above applies *mutatis mutandis*.

- (d) all the shares are held by natural persons acting in their own name and for their own account, whose identity must be disclosed to Solvac;⁶
- (e) the number of shareholders does not exceed 15, it being understood that the co-owners of shares and, in case of continuity of the company after the death of a shareholder, the heirs of the deceased are counted as one person;
- (f) the Solvac shares and, where applicable, the Solvay shares represent an important part of the assets of the company (this criterion being in any case deemed satisfied if the market value of those shares represents 20% or more of the book value of those assets or amounts to at least EUR 2,500,000); failing this test, the company commits to holding the Solvac shares for at least 24 months as from their acquisition;
- (g) the company holds no more than 7.5% of the total number of shares issued by Solvac;
- (h) the articles of association of the company do not contain any provision inconsistent with paragraphs (a) to (g) above;⁷
- (i) the company is not a collective investment fund, a pension fund or a holding company actively managing participations.

II. Common provisions

1. Combined application of the limits

- (a) Any natural person may, in her own name and for her own account, hold shares in Solvac without limitation. However, a natural person may not, as a shareholder, partner or beneficiary of several approved entities, have a direct or indirect interest in more than 7.5% of the total number of shares issued by Solvac.
- (b) For the computation of the threshold of 7.5% of the total number of shares issued by Solvac that an approved entity or an entity seeking approval may hold, one shall take into account the number of Solvac shares held by approved entities acting in concert with such entity (within the meaning of Article 3, §1, 13°, of the Belgian Law of May 2, 2007 on disclosure of major holding in issuers whose shares are admitted to trading on a regulated market and laying down miscellaneous provisions).

⁶ By way of derogation from this paragraph (d), the shares may also be held by trusts, foundations or private estate companies which (i) have been approved themselves or (ii) satisfy the conditions provided in subsections I.3 or I.4 above or in this subsection I.5, other than that specified under paragraphs I.3(f), I.4(f) or I.5(f), *provided that* such private estate companies must themselves fully satisfy the condition set out in this paragraph (d), without derogation. Consequently, the Board of Directors will not approve complex structures with more than two levels.

Moreover, this derogation does not apply if the sum of Solvac shares held by the company whose approval is sought and by those of its partners that are trusts, foundations or private estate companies exceeds the threshold of 7.5% set out to in paragraph (g) below.

⁷ The transitional measure described in footnote 3 above applies *mutatis mutandis*.

- (c) The power of the Board of Directors to grant approval to legal entities or assimilated persons is suspended as soon as, and also so long as, the total number of shares in Solvac held by such approved entities exceeds 20% of the total number of shares issued by Solvac. The crossing of this threshold will be announced in a notice published on the website of Solvac.

For the computation of the 20% threshold mentioned above, shares held by financial intermediaries approved pursuant to subsection I.1 above are not taken into account, and the Board of Directors retains its approval power under said subsection I.1. for financial intermediaries requesting approval.⁸

2. Verification and sanctions

- (a) The eligible entity wishing to be approved or any shareholder wishing to dispose of her Solvac shares to such an entity must submit an application by registered mail to the Board of Directors, in the form and within the time period established by the Board, together with the supporting documents enabling the Board to verify that the entity meets the approval criteria.

Forms have been prepared for approval requests in the various categories; these forms may be obtained from the Shareholders Service ("*Service Actionnaires*" / "*Dienst Aandeelhouders*") of Solvac (contact@solvac.be).

The Board of Directors is willing to examine, and decide on, approval requests without a specific acquisition of Solvac shares being proposed, it being understood that, in these circumstances, the approval remains valid only if the approved entity acquires Solvac shares within four months from its approval.⁹

- (b) The Board of Directors refuses to approve an entity when the documents and commitments provided by such entity do not allow the Board to verify the identity of the effective beneficiaries or if the organization or the governing rules of the entity lack transparency or imply risks of conflicts of interests.
- (c) Approved entities must satisfy the approval criteria and conditions on a continuous basis. They are required to promptly inform the Board of Directors of any changes to the information they have provided in their approval request.

The Board of Directors may undertake all useful investigations in order to check the continuous compliance with the said criteria and conditions and may, in particular, require that the identity of the effective beneficiaries be certified to it in a reliable

⁸ In the interest of legal certainty, it will be proposed, at the next extraordinary shareholders' meeting, to include the provisions of this paragraph (c) in Article 8 of the articles of association.

⁹ This prior approval mechanism requires an amendment of Article 8, subparagraph 1, of the articles of association. The Board of Directors will not decide on such requests until such amendment has been adopted by the aforementioned extraordinary shareholders' meeting.

manner. To this end, the approved entities are required to report to the Board, upon its first demand, any information or document, within the time period set by the Board.

- (d) As soon as the Board of Directors determines that an approved entity no longer meets the approval criteria or conditions or has failed to provide the requested information or documents within the time period set by the Board, the voting rights attached to the Solvac shares held by such entity will be suspended¹⁰ until a new decision of the Board acknowledges compliance with the approval criteria and conditions or until transfer of the Solvac shares to a natural person or an approved entity.¹¹
- (e) Pursuant to Article 8, subparagraph 2, of the articles of association, the Board of Directors delegates its powers to approve and verify compliance with the approval criteria and conditions to the Chairman of the Board and to the managing director (“*Administrateur délégué*”/“*Gedelegeerd bestuurder*”), acting jointly.

¹⁰ If the holding limit of 7.5% of Solvac shares is the only condition that is no longer satisfied, then only the voting rights attached to the shares exceeding this threshold are suspended.

¹¹ At the next extraordinary shareholders' meeting, it will also be proposed to include the provisions of this paragraph (d) in Article 8 of the articles of association.