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## Solvay Finance announces tender offer to purchase bonds for cash

**Brussels, August 25, 2020** --- Solvay Finance (the "Offeror") has today launched an invitation to holders of its outstanding EUR 500 million undated deeply subordinated fixed to reset rate perp-NC5.5 bonds which are irrevocably guaranteed on a subordinated basis by Solvay SA (ISIN: XS1323897485) (the "Bonds") to tender any and all of such Bonds for purchase by the Offeror for cash. The tender offer is subject to the successful completion of the issue by Solvay SA of a new series of euro denominated undated deeply subordinated bonds expected to be priced today, subject to market conditions.

The offer is made to eligible bondholders until the 1st of September 2020 at 17:00 CET, on the terms and subject to the conditions further described in the following [link](#) at the Luxembourg exchange.

\* \* \* \* \*

This announcement does not constitute an offer to sell, or a solicitation of an offer to purchase or subscribe for, securities (the "Offer") in any jurisdiction in which, or to any person to or from whom, it is unlawful. The distribution of this announcement in certain jurisdictions may be restricted by law.

The Offer is not being made, and will not be made, directly or indirectly in or into, or by use of the mail of, or by any means or instrumentality of interstate or foreign commerce of, or of any facilities of a national securities exchange of, the United States. This includes, but is not limited to, facsimile transmission, electronic mail, telex, telephone, the internet and other forms of electronic communication. Accordingly, copies of the Tender Offer Memorandum, this announcement and any other documents or materials relating to the Offer are not being, and must not be, directly or indirectly mailed or otherwise transmitted, distributed or forwarded (including, without limitation, by custodians, nominees or trustees) in or into the United States or to any person located or resident in the United States and the Bonds cannot be tendered in the Offer by any such use, means, instrumentality or facility or from within the United States or by any person located or resident in the United States. Any purported tender of Bonds in the Offer resulting directly or indirectly from a violation of these restrictions will be invalid and any purported tender of Bonds made by any person located in the United States or any agent, fiduciary or other intermediary acting on a non-discretionary basis for a principal giving instructions from within the United States will be invalid and will not be accepted.

Each holder of Bonds participating in the Offer will represent that it is not located in the United States and is not participating in the Offer from the United States, or it is acting on a non-discretionary basis for a principal located outside the United States that is not giving an order to participate in the Offer from the United States. For the purposes of this and the above paragraph, "United States" means the United States of America, its territories and possessions (including Puerto Rico, the U.S. Virgin Islands, Guam, American Samoa, Wake Island and the Northern Mariana Islands), any state of the United States of America and the District of Columbia.

None of the Offer, the Tender Offer Memorandum, this announcement or any other document or materials relating to the Offer have been submitted to the clearance procedures of the Commissione Nazionale per le Società e la Borsa (CONSOB) pursuant to Italian laws and regulations. The Offer is being carried out in Italy as an exempted offer pursuant to article 101-bis, paragraph 3-bis of the Legislative Decree No. 58 of 24 February 1998, as amended (the "Financial Services Act") and article 35-bis, paragraph 4 of CONSOB Regulation No. 11971 of 14 May 1999, as amended. Accordingly, Holders or beneficial owners of the Bonds that are located in Italy can tender Bonds for purchase pursuant to the Offer through authorised persons (such as investment firms, banks or financial intermediaries permitted to conduct such activities in Italy in accordance with the Financial Services Act, CONSOB Regulation No. 20307 of 15 February 2018, as amended from time to time, and Legislative Decree No. 385 of 1 September 1993, as amended) and in compliance with applicable laws and regulations or with requirements imposed by CONSOB, the Bank of Italy or any other Italian authority. Each intermediary must comply with the applicable laws and regulations concerning information duties vis-à-vis its clients in connection with the Bonds and/or the Offer.

The communication of the Tender Offer Memorandum, this announcement and any other documents or materials relating to the Offer is not being made and such documents and/or materials have not been approved by an authorised person for the purposes of section 21 of the Financial Services and Markets Act 2000. Accordingly, such documents and/or materials are not being distributed to, and must not be passed on to, the general public in the United Kingdom. The communication of such documents and/or materials as a financial promotion is only being made to those persons in the United Kingdom falling within the definition of investment professionals (as defined in Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005 (the "Financial Promotion Order")) or persons who are existing members or creditors of the Offeror or other persons falling within Article 43(2) of the Financial



Promotion Order or any other persons to whom it may otherwise lawfully be communicated in accordance with the Financial Promotion Order.

The Tender Offer Memorandum, this announcement and any other offering material relating to the Offer may be distributed in France only to qualified investors (investisseurs qualifiés) as defined in Article 2(e) of Regulation (EU) 2017/1129 (the "Prospectus Regulation"). Neither the Tender Offer Memorandum, this announcement, nor any other such offering material has not been and will not be submitted for clearance to, nor approved by the Autorité des Marchés Financiers.

Neither the Tender Offer Memorandum, this announcement nor any other documents or materials relating to the Offer have been or will be notified to, and neither the Tender Offer Memorandum, this announcement nor any other documents or materials relating to the Offer have been or will be approved by, the Belgian Financial Services and Markets Authority (Autoriteit voor Financiële Diensten en Markten/Autorité des Services et Marchés Financiers). The Offer may therefore not be made in Belgium by way of a public takeover bid (openbaar overnamebod/offre publique d'acquisition) as defined in Article 3 of the Belgian law of 1 April 2007 on public takeover bids, as amended (the "Belgian Takeover Law"), save in those circumstances where a private placement exemption is available. The Offer is conducted exclusively under applicable private placement exemptions. The Offer may therefore not be advertised and the Offer will not be extended, and neither the Tender Offer Memorandum, this announcement nor any other documents or materials relating to the Offer have been or will be distributed or made available, directly or indirectly, to any person in Belgium other than (i) to qualified investors within the meaning of Article 2 (e) of the Prospectus Regulation and (ii) in any circumstances set out in Article 6, §4 of the Belgian Takeover Law. The Tender Offer Memorandum and this announcement have been issued for the personal use of the above-mentioned qualified investors only and exclusively for the purpose of the Offer. Accordingly, the information contained in the Tender Offer Memorandum and this announcement may not be used for any other purpose nor may it be disclosed to any other person in Belgium.



## About Solvay

Solvay is a science company whose technologies bring benefits to many aspects of daily life. With more than 24,100 employees in 64 countries, Solvay bonds people, ideas and elements to reinvent progress. The Group seeks to create sustainable shared value for all, notably through its Solvay One Planet plan crafted around three pillars: protecting the climate, preserving resources and fostering better life. The Group's innovative solutions contribute to safer, cleaner, and more sustainable products found in homes, food and consumer goods, planes, cars, batteries, smart devices, health care applications, water and air purification systems. Founded in 1863, Solvay today ranks among the world's top three companies for the vast majority of its activities and delivered net sales of €10.2 billion in 2019. Solvay is listed on Euronext Brussels (SOLB) and Paris and in the United States, where its shares (SOLVY) are traded through a Level I ADR program. Learn more at [www.solvay.com](http://www.solvay.com).

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