

On July 6, 2026, the following communication relating to the proposed transaction between Solstice Advanced Materials Inc. (“Solstice”) and Element Solutions Inc (“Element Solutions”) (the “Proposed Transaction”) was provided to employees of Solstice.

TALKING POINTS AND FAQs FOR PEOPLE MANAGERS

MANAGER TALKING POINTS

What we announced

- Solstice announced that it has entered into an agreement to acquire Element Solutions, a global specialty chemicals technology company focused on electronics and select industrial end markets.
- This is a major milestone for Solstice and an important step in our strategy to build a world-class, industry-leading advanced materials platform.
- Element brings complementary capabilities in electronics, formulation expertise, technical service and customer relationships that are expected to strengthen our ability to serve customers in high-growth markets.
- Together, we expect that Solstice and Element will be better positioned to support customers whose needs are becoming more complex and mission-critical, particularly across advanced computing, AI infrastructure, data centers and thermal management.
- The combination is expected to create greater scale, broader geographic reach and a more balanced portfolio across electronics, thermal management, refrigerant application solutions and industrial and specialty markets.
- Importantly, Solstice’s existing businesses remain core to the combined company’s value proposition. This transaction is intended to reinforce and expand on the strengths we already have.

What it means for employees

- The transaction is expected to close in the first half of 2027, subject to shareholder approvals, regulatory approvals in multiple countries and other customary closing conditions.
- **Please remember that until the transaction closes, Solstice and Element remain separate companies. We will not begin operating as one company until after close.**
- There are no immediate changes to roles, responsibilities, reporting lines, compensation, benefits or day-to-day work because of today’s announcement.
- As we begin to integrate post-close, we see exciting opportunities for employees from both Solstice and Element to learn from each other, innovate together and grow professionally as we solve our customers’ biggest challenges.
- In the meantime, please stay focused on our 2026 goals, serving customers and working safely at all times.

FAQs

1. What did we announce?

Solstice announced that it has entered into an agreement to acquire Element Solutions, a global specialty chemicals technology company focused on electronics and select industrial end markets. This is a major milestone for Solstice and an important step in our strategy to build a global, industry-leading advanced materials platform.

2. Why are we acquiring Element?

Element brings complementary capabilities that are highly aligned with Solstice’s strategy, particularly in electronics, formulation expertise, technical service and customer relationships. Together, we expect to be better positioned to support customers across advanced computing, AI infrastructure, data centers, thermal management and other high-growth specialty materials markets.

3. What does this mean for Solstice employees today?

There are no immediate changes to roles, responsibilities, reporting lines or day-to-day work because of today's announcement. Until the transaction closes, Solstice and Element remain separate companies and will continue operating independently.

4. When is the transaction expected to close?

The transaction is expected to close in the first half of 2027, subject to approval by shareholders of both companies, regulatory approvals in multiple countries and other customary closing conditions.

5. Will integration planning begin now?

Yes. While Solstice and Element will remain separate companies and we will not begin operating as a combined company until after the transaction closes, thoughtful integration planning will occur before the close, as appropriate and permitted, to ensure the combined companies can perform optimally post-closing.

6. Will my job, manager or reporting line change?

There are no immediate changes to roles, responsibilities or reporting lines because of the announcement. We are committed to keeping employees informed as we move through the process.

7. Will compensation or benefits change?

There are no immediate changes to compensation or benefits because of the announcement. Solstice and Element remain separate companies until close, and we will share additional information as appropriate.

8. What should I tell customers or external partners if they ask about the announcement?

Please use approved messaging and reinforce that customers should continue working with their existing Solstice contacts and there are no immediate changes to how we serve customers, manage orders or support existing commitments. If you receive questions you are not prepared to answer, please refer them to your manager.

9. How does this affect our 2026 priorities?

Our priorities remain the same. We need to stay focused on serving customers, meeting our objectives and working safely at all times. Every employee can contribute to the success of this transaction by continuing to deliver in their current role.

10. What does this mean for Solstice's existing businesses?

Solstice's existing businesses remain core to the company's strategy and value proposition. The transaction is intended to strengthen the overall platform while reinforcing the importance of our existing capabilities, including refrigerant application solutions, thermal management, electronics and specialty materials, and in the nuclear fuel conversion cycle.

11. What makes Element a good fit?

Element has strong positions in electronics and select industrial and specialty applications, with complementary capabilities in formulation, technical service and customer relationships. Those capabilities align well with Solstice's strengths in chemistry, application development, manufacturing and high-performance materials.

12. What will the combined company be named, and who will lead it?

Upon closing, the combined company will operate as Solstice Advanced Materials. David Sewell will serve as President and CEO of the combined company. Solstice expects to maintain a strong operating presence across both companies' existing major sites and build a leadership team with strong representation from both organizations to drive our shared success.

13. Will there be opportunities for employees as part of the combined company?

Over time, being part of a larger, more global company is expected to create broader career and development opportunities. For now, there are no immediate changes. We are still early in the process, and more information will be shared as the transaction moves forward.

14. Can I contact Element employees or begin working with them?

Please do not begin integration activities or share competitively sensitive information with Element employees. Until close, Solstice and Element remain separate companies. Any approved interaction will be coordinated through the appropriate teams.

15. What should I do if I receive media or investor inquiries?

Do not respond directly. Please refer any media inquiries to Phil Terrigno. Please refer any investor inquiries to Mike Leithead.

16. What should I do if I receive customer inquiries?

A template cover letter for use with customers along with several Q&As is being shared with the Commercial organizations. Please coordinate responses with your manager or Commercial leader.

17. Where can employees learn more?

Employees are encouraged to attend the all-company town hall on [DATE] or watch the replay available on the Intranet. They should continue to watch for updates from Solstice leadership.

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On July 6, 2026, the following communication relating to the Proposed Transaction was provided to employees of Solstice.

GENERAL LINKEDIN POST

Today, Solstice announced an agreement to acquire Element Solutions, a leading global specialty chemicals technology company with strong positions in electronics and select industrial and specialty applications. This is a major milestone in our strategy to become a world-class, industry-leading advanced materials platform aligned with some of the world's most attractive secular growth markets.

Together, Solstice and Element are expected to create a more integrated electronics platform across semiconductor fabrication, packaging and assembly, while expanding our capabilities in thermal management, AI infrastructure and data center applications. The combination will also bring together complementary R&D, technical service and commercial capabilities to help customers solve increasingly complex materials challenges.

At Solstice, we advance science for smarter outcomes. This transaction is an important step in strengthening our ability to deliver real-world impact for customers in critical industries around the world.

Read the announcement: [\[LINK\]](#)

Alternative: Shorter Version

Today, Solstice announced an agreement to acquire Element Solutions, a leading global specialty chemicals technology company with strong positions in electronics and select industrial and specialty applications. The combination is expected to expand Solstice's capabilities across electronics, semiconductor fabrication, packaging and assembly, thermal management, AI infrastructure and data centers, while strengthening our ability to help customers solve increasingly complex materials challenges. This is an important step in our strategy to advance science for smarter outcomes and deliver real-world impact in critical industries around the world.

Read more: [\[LINK\]](#)

Cautionary Statement Regarding Forward-Looking Statements

This communication contains certain forward-looking statements within the meaning of the federal securities laws made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995 with respect to the proposed transaction between Solstice and Element Solutions, that involve substantial risks and uncertainties. These statements can be identified by the fact that they do not relate strictly to historical or current facts, but rather are based on current expectations, estimates, assumptions and projections regarding, among other things, the anticipated benefits and timing of the proposed transaction, synergies, expected future financial position, total addressable market, position in specialty chemicals and advanced materials verticals and the industry, business and financial results of each company and the combined company, including the combined company's expected Adjusted EBITDA and Adjusted EBITDA margin, expected synergies, net debt and net leverage, anticipated de-leveraging, expected accretion to Adjusted EPS and expected growth, margins and free cash flow. Forward-looking statements often include words such as "anticipates," "estimates," "expects," "positioned," "projects," "forecasts," "intends," "plans," "continues," "could," "believes," "may," "will," "would," "should," "goals," "pro forma" and words and terms of similar substance in connection with discussions of the proposed transaction and the future operating or financial performance of the combined company. As with any projection or forecast, forward-looking statements are inherently susceptible to uncertainty and changes in circumstances. Solstice's, Element Solutions' or the combined company's actual results may vary materially from those expressed or implied in the forward-looking statements. Accordingly, undue reliance should not be placed on any forward-looking statement made by Solstice or on its behalf. Although Solstice and Element Solutions believe that the forward-looking statements contained in this communication are based on reasonable assumptions, you should be aware that a variety of factors, many of which are difficult to predict and outside of Solstice's or Element Solutions' control, could affect Solstice's, Element Solutions' or the combined company's actual financial results or results of operations and could cause actual results to differ materially from those in such forward-looking statements, including, but not limited to: the completion of the proposed transaction on the anticipated terms and timing, including obtaining stockholder, regulatory and other approvals, anticipated tax treatment, unforeseen liabilities, future capital expenditures, revenues, expenses, earnings, synergies, economic performance, indebtedness, financial condition, future prospects, business and management strategies, expansion and growth of Solstice's and Element Solutions' businesses and other conditions to the completion of the proposed transaction; failure to realize the anticipated benefits of the proposed transaction, or that such benefits may take longer to realize or be more costly to achieve than expected, including as a result of delay in completing the proposed transaction, Solstice's ability to integrate Element Solutions' operations and product lines or due to unexpected costs, liabilities or delays; the ability of the parties to obtain or consummate financing related to the proposed transaction upon acceptable terms or at all; the dilution caused by Solstice's issuance of additional shares of its common stock in connection with the consummation of the proposed transaction; the risk of a downgrade of the credit rating of Solstice's indebtedness; a material adverse change in the financial condition of Solstice, Element Solutions or the combined company; potential litigation relating to the proposed transaction that could be instituted against Solstice, Element Solutions or their respective directors; Solstice's and Element Solutions' ability to implement their business strategies; the risk that disruptions from the proposed transaction will harm Solstice's or Element Solutions' respective businesses, including current plans and operations; the ability of Solstice or Element Solutions to retain and hire key personnel; potential adverse reactions or changes to business relationships resulting from the announcement or completion of the proposed transaction; uncertainty as to the long-term value of Solstice's common stock; risks associated with third party contracts containing consent and/or other provisions triggered by the proposed transaction; legislative, regulatory, political and economic developments affecting Solstice's, Element Solutions' or the combined company's respective businesses; the evolving legal, regulatory and tax regimes under which Solstice and Element Solutions operate; potential business uncertainty, including changes to existing business relationships, during the pendency of the proposed transaction that could affect Solstice's and/or Element Solutions' financial performance; restrictions during the pendency of the proposed transaction that may impact Solstice's or Element Solutions' ability to pursue certain business opportunities or strategic transactions; an overall decline in the health of the economy and the industries in which Solstice and Element Solutions operate, including as a result of inflation, tariffs and other trade barriers and restrictions, market volatility, geopolitical instability and social unrest, the possibility of an economic downturn or recession or other macroeconomic factors; unpredictability and severity of catastrophic events, including, but not limited to, acts of terrorism or outbreak of war or hostilities, as well as Solstice's and Element Solutions' response to any of the aforementioned factors; failure to receive the approval of the stockholders of Solstice and/or Element Solutions; and the occurrence of any event, change or other circumstance that could give rise to the termination of the merger agreement. The foregoing list of factors is not exhaustive. You should carefully consider the foregoing factors and the other risks and uncertainties that affect the businesses of Solstice and Element Solutions described in the "Risk Factors" section of their respective Annual Reports on Form 10-K for the year ended December 31, 2025, Quarterly Reports on Form 10-Q and other documents filed by either of them from time to time with the SEC. These filings identify and address other important risks and uncertainties that could cause actual events and results to differ materially from those implied by forward-looking statements in this communication. Forward-looking statements speak only as of the date they are made. Readers are cautioned not to put undue reliance on forward-looking statements, and Solstice and Element Solutions assume no obligation and do not intend to update or revise these forward-looking statements, whether as a result of new information, future events or otherwise, except as otherwise required by securities or other applicable law. Neither Solstice nor Element Solutions gives any assurance that either Solstice or Element Solutions will achieve its expectations.

Important Information and Where to Find It

In connection with the proposed transaction, Solstice intends to file with the SEC a registration statement on Form S-4 (the “Registration Statement”), which will include a prospectus with respect to the shares of Solstice’s common stock to be issued in the proposed transaction and a joint proxy statement for Solstice’s and Element Solutions’ respective stockholders (the “Joint Proxy Statement/Prospectus”). The definitive Joint Proxy Statement/Prospectus (if and when available) will be mailed to stockholders of Solstice and Element Solutions after it is declared effective. Each of Solstice and Element Solutions may also file with or furnish to the SEC other relevant documents regarding the proposed transaction. This communication is not a substitute for the Registration Statement, the Joint Proxy Statement/Prospectus or any other document that Solstice or Element Solutions may mail to their respective stockholders in connection with the proposed transaction.

INVESTORS AND SECURITY HOLDERS OF SOLSTICE AND ELEMENT SOLUTIONS ARE URGED TO READ THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS INCLUDED WITHIN THE REGISTRATION STATEMENT CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE, AS WELL AS ANY OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IN CONNECTION WITH THE PROPOSED TRANSACTION OR INCORPORATED BY REFERENCE INTO THE REGISTRATION STATEMENT AND THE JOINT PROXY STATEMENT/PROSPECTUS (INCLUDING ANY AMENDMENTS OR SUPPLEMENTS THERETO), BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION REGARDING SOLSTICE, ELEMENT SOLUTIONS, THE PROPOSED TRANSACTION AND RELATED MATTERS.

Investors and security holders may obtain free copies of the Joint Proxy Statement/Prospectus and other documents filed with the SEC by Solstice or Element Solutions through the website maintained by the SEC at <http://www.sec.gov> or from Solstice at its website, <https://www.solstice.com>, or from Element Solutions at its website, <https://www.elementsolutionsinc.com> (information included on or accessible through the SEC website or either of Solstice’s or Element Solutions’ website is not incorporated by reference into this communication).

Participants in Solicitation

Solstice and Element Solutions and their respective directors and executive officers may be deemed to be participants in the solicitation of proxies from the stockholders of Solstice and Element Solutions in connection with the proposed transaction.

Information about the interests of the directors and executive officers of Solstice and Element Solutions and other persons who may be deemed to be participants in the solicitation of stockholders of Solstice and Element Solutions in connection with the proposed transaction and a description of their direct and indirect interests, by security holdings or otherwise, will be included in the Joint Proxy Statement/Prospectus, which will be filed with the SEC.

Information about Solstice’s directors and executive officers and their ownership of Solstice’s common stock is set forth in Solstice’s proxy statement for its 2026 Annual Meeting of Stockholders on Schedule 14A filed with the SEC on April 2, 2026 under the headings “[Director Compensation](#),” “[Compensation Discussion and Analysis](#),” “[Executive Compensation Tables](#)” and “[Stock Ownership Information](#).” To the extent that holdings of Solstice’s securities have changed since the amounts printed in Solstice’s proxy statement, such changes have been or will be reflected on Initial Statements of Beneficial Ownership of Securities on Form 3 and Statements of Changes in Beneficial Ownership on Form 4 filed with the SEC.

Information about Element Solutions’ directors and executive officers and their ownership of Element Solutions’ common stock is set forth in Element Solutions’ proxy statement for its 2026 Annual Meeting of Stockholders on Schedule 14A filed with the SEC on March 23, 2026 under the headings “[Director Compensation](#),” “[Executive Compensation](#)” and “[Security Ownership](#).” To the extent that holdings of Element Solutions’ securities have changed since the amounts printed in Element Solutions’ proxy statement, such changes have been or will be reflected on Initial Statements of Beneficial Ownership of Securities on Form 3 and Statements of Changes in Beneficial Ownership on Form 4 filed with the SEC.

The information regarding the direct and indirect interests of those persons and other persons who may be deemed participants in the proposed transaction may be obtained by reading the Joint Proxy Statement/Prospectus regarding the proposed transaction when it becomes available. Free copies of these documents may be obtained as described above.

No Offer or Solicitation

This communication is not intended to and shall not constitute an offer to sell or the solicitation of an offer to sell or the solicitation of an offer to buy any securities, or a solicitation of any vote or approval, nor shall there be any sale of securities in any jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. No offer of securities shall be made except by means of a prospectus meeting the requirements of Section 10 of the Securities Act of 1933, as amended (the “Securities Act”), and/or offered pursuant to an exemption from the registration requirements of the Securities Act, and otherwise in accordance with applicable law.