

**MINUTES
OF THE ANNUAL SOLVAY S.A. SHAREHOLDERS' MEETING
On Tuesday, May 14, 2013, at 10:30 a.m.**

The shareholders of Solvay S.A. Company with its corporate offices in Brussels, rue de Ransbeek, n° 310, gathered for their annual meeting on Tuesday May 14, 2013, at the Palais des Académies, rue Ducale, 1 at 1000 Brussels.

The session was opened at 10:30 a.m.

Mr. Nicolas Boël recalled that 2013 corresponds to the 150th anniversary of the Solvay group. He commented on the significant changes that occurred in 2012 especially due to the integration of Rhodia into the Solvay group. He then reviewed the Solvay group's performance during 2012 and noted the changes in the composition of the Board of Directors, as well as adoption of a new compensation policy. Finally, he discussed the dividend policy, its proposed increase for 2012 as well as evolution of the share price.

In accordance with article 42 of the by-laws, the Bureau was composed.

The Chairman designated Mr. Michel Defourny, Group Corporate Secretary of the company, as Secretary.

Of the shareholders in attendance, Mr Jean-Pierre de Dorlodot and Mr Claude Thibaut de Maisières agreed to act as tellers.

The members of the Board of Directors in attendance completed the Bureau.

The Chairman noted that:

- the notifications complete with the agenda were published in the "Moniteur belge", "L'Echo" and "De Tijd" of April 10, 2013, with a copy of each of these publications made available to the tellers;
- the registered shareholders were also notified by letter on April 10, 2013, as were the Directors and the External Auditors by mail on the same date; the model letter is also made available to the tellers.

According to the attendance list signed by all present at the meeting, both in their own name as well as by proxy, the shareholders present or represented owned a collective total at the start of the meeting of 50,297,220 shares of the 84,701,133 that make up the registered capital, or 59.38 %.

The Chairman declared the meeting properly constituted.

The shareholders then went on to examine the agenda point by point.

1. The Board of Directors had drawn up a management report on operations for the fiscal year 2012 – including the Declaration of Governance of the Enterprise – in which may be found all information required by law. The Board took note of the report of the External Auditor and made no particular remarks on its contents.

The Chairman noted that the necessary measures had been taken to meet legal obligations in terms of distribution of the management reports on the operations of the fiscal year 2012, including the Declaration of Governance of the Enterprise, and the report of the Auditor.

In light of these circumstances, the meeting opted not to have the management report on the operations of 2012 read.

Mr. Clamadieu commented on the ongoing transformation of the Group, the strategic vision, and the priorities for implementation and organization set up in this perspective. He commented on the 2012 results, as well as those for the first quarter of 2013. He then described the drivers put in place to improve the Group's business profile, in particular repositioning of the portfolio, focusing investments on key projects, efforts at innovation to promote growth and the objectives for Sustainable Development.

The supporting documents for the speeches by Messrs. Nicolas Boël and Clamadieu will be attached to the minutes and placed at the disposition of those who desire them. They will also be distributed on the Internet.

In view of the wide distribution of the Auditor's report, reading of it was dispensed with.

In conformity with regulatory provisions, the annual financial statements, the management report, the Declaration of the Governance of the Enterprise, the report of the Auditor, as well as the Compensation Report were submitted to the Works Council of Solvay S.A. at Brussels. The reading of the Works Council Report was dispensed with. For those who desire to know what is in this report, a copy is available for them from the tellers.

2. The Meeting approved the Compensation Report found in chapter 6 of the Declaration of Corporate Governance, with a majority of 98.19 % of votes. The attention of the Meeting was first drawn to the fact in the French version of the 2012 Compensation report, it is mentioned erroneously that Mr. Nicolas Boël received additional compensation for the supplementary pension rights. The contract between Solvay and Mr. Nicolas Boël does not provide this type of compensation. The Dutch and English versions of the Compensation report are on the contrary correct.
3. The Chairman indicated that the FSMA (Financial Services and Market Authority) recommends that listed companies include in the agenda a point concerning consolidated accounts for which there is no shareholders' vote.

The consolidated financial statements for the year 2012 were verified and approved by the Board of Directors. The Board took notice of the report of the Auditor and made no special remarks on the subject.

The Chairman then gave the floor to shareholders to make comments or request information.

Once replies were given to these questions and observations, he declared the discussion closed and invited the shareholders to pass to the review of the other resolutions to be taken.

4. The Meeting approved the annual account of Solvay S.A. as well as the proposal for allocation of the profits by a majority of 100 % of the votes.

Each fully paid share will receive a gross dividend per share of 3.20 EUR, or 2.40 EUR net. Taking into account the interim payment of 0.90 EUR made on January 17, 2013, the balance of the dividend will amount to 1.50 EUR net, payable as of May 21, 2013.

5. By a majority of 97.87 % of the votes, the shareholders granted to the Directors in office for 2012 a discharge for the performance of their duties during that year.

By a majority of 97.87 % of the votes, the shareholders granted to the External Auditor in office for 2012 a discharge for the performance of its duties during that year.

- 6a) The Meeting proceeded to re-elect, for a term of four years, the Chevalier Guy de Selliers de Moranville, Mr. Nicolas Boël, Mr. Bernard de Laguiche, the Baron Hervé Coppens d'Eeckenbrugge, Mrs. Evelyn du Monceau and Mr. Jean-Pierre Clamadieu, whose terms expire at the end of this meeting.

The Chevalier Guy de Selliers de Moranville was re-elected as non-independent Director, with a majority of 99.00 % of the votes.

Mr. Nicolas Boël was re-elected as non-independent Director with a majority of 99.06 % of the votes.

Mr. Bernard de Laguiche was re-elected as non-independent Director, with a majority of 99.90 % of the votes.

The Baron Hervé Coppens d'Eeckenbrugge was re-elected as Director, with a majority of 99.75 % of the votes.

Mrs. Evelyn du Monceau was re-elected as Director, with a majority of 99.84 % of the votes.

Mr. Jean-Pierre Clamadieu was re-elected as non-independent Director, with a majority of 99.83 % of the votes.

Their terms will expire at the end of the annual general shareholders' meeting in May 2017.

- b) It was proposed to confirm the designation of the Baron Hervé Coppens d'Eeckenbrugge and Mrs. Evelyn du Monceau as independent Directors on the Board of Directors.

The Baron Hervé Coppens d'Eeckenbrugge was confirmed as independent Director with a majority of 99.93 % of the votes.

Mrs. Evelyn du Monceau was confirmed as independent Director with a majority of 99.82 % of the votes.

c) Mr. Jean van Zeebroeck, who has reached the age limit for members, resigned his position as Director.

The Assembly took note of the resignation of Mr. Jean van Zeebroeck from his seat on the Board and acknowledged that the remainder of his term will not be filled.

d) It was proposed to designate Mrs. Françoise de Viron as a Director for a four-year term. Information regarding the proposal for her designation as an independent Director was provided to the Works Council on March 4, 2013.

Mrs. Françoise de Viron was elected as Director with a majority of 99.83 % of the votes.

Her term will expire at the end of the general shareholders' meeting in May 2017.

e) Mrs. Françoise de Viron was designated as independent Director with a majority of 100 % of the votes.

f) The term of Mrs. Petra Mateos ended at the close of this General Shareholders' Meeting. Mrs. Petra Mateos does not wish to stand for re-election.

It was proposed to designate Mrs. Amparo Moraleda as a Director for a four-year term to fill the seat left vacant. Information regarding the proposal of her designation as an independent Director was provided to the Works Council on March 4, 2013.

Mrs. Amparo Moraleda was elected as Director for a term of four years with a majority of 99.87 % of the votes.

Her term will expire at the end of the General Shareholders' Meeting in May 2017.

g) Mrs. Amparo Moraleda was designated as independent Director with a majority of 99.93 % of the votes.

7a) The External Auditor's appointment will expire at the end of this General Shareholders' Meeting.

It was proposed to renew the term of the audit firm of Deloitte Belgium SCRL, whose headquarters is located at 1831 Diegem, Berkenlaan 8, as External Auditor for the company for a period of three years. The appointment of External Auditor will end at the close of the General Shareholders' Meeting in May 2016.

During this period, it was decided that Deloitte Belgium will be represented by Mr. Eric Nys with a majority of 97.00 % of the votes. During its meeting on March 4,

2013, the Works Council of Solvay SA was informed of this decision and approved this choice, in compliance with article 156 of the Code of Companies.

If for any reason the representative of Deloitte Belgium would be unable to fulfill his duties, it was decided that Deloitte Belgium will be represented by Mr. Frank Verhaegen with a majority of 96.64 % of the votes. During its meeting on March 4, 2013, the Works Council of Solvay SA was informed of and approved this decision, in conformance with article 156 of the Code of Companies.

- b) The General Shareholders' Meeting decided to set the annual fees for the Solvay SA External Auditor, which include an audit of the statutory accounts as well as an audit of the Group consolidation, at 1,146,300 EUR, with a majority of 96.84 % of the votes.
- 8. Miscellaneous.
Nothing to report.

The agenda having been completed, the principal parts of the minutes were read, to which were attached the details of the votes on each item of the agenda requiring shareholder approval.

The minutes were then approved by the Meeting with a majority of 99.95 % of the votes.

The Chairman adjourned the Annual Shareholders' Meeting at 1.10 pm.

2. Approbation du rapport de rémunération
 Goedkeuring van de bezoldigingverslag
 Approval of compensation report

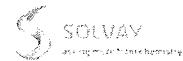
Pour/Voor/For **48.065.512**

Contre/Tegen/Against **888.367**

Abstention/Onthouding/Abstain **1.343.341**

% Pour/Voor/For 98,19%

Total des votes/Totaal aantal stemmen/
 Total votes **50.297.220**



4. Approbation des comptes annuels 2012 – Affectation du bénéfice et fixation du dividende
 Goedkeuring van de jaarrekeningen 2012 – Bestemming van de winst en vaststelling van het dividend
 Approval of annual accounts for 2012 – Distribution of earnings and setting of dividend

Pour/Voor/For **49.732.056**

Contre/Tegen/Against **83**

Abstention/Onthouding/Abstain **565.081**

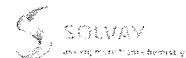
% Pour/Voor/For 100,00%

Total des votes/Totaal aantal stemmen/
 Total votes **50.297.220**



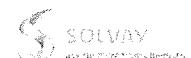
5. a) Décharge aux Administrateurs pour les opérations de l'exercice 2012
 Kwijting aan de Bestuurders voor de verrichtingen van het boekjaar 2012
 Discharge of liability to the Board members for the operations of 2012 fiscal year

Pour/Voor/For	48.671.942
Contre/Tegen/Against	1.060.023
Abstention/Onthouding/Abstain	565.255
% Pour/Voor/For	97,87%
Total des votes/Totaal aantal stemmen/ Total votes	50.297.220



5. b) Décharge au Commissaire pour les opérations de l'exercice 2012
 Kwijting aan de Commissaris voor de verrichtingen van het boekjaar 2012
 Discharge of liability to the External Auditor for the operations of 2012 fiscal year

Pour/Voor/For	48.704.882
Contre/Tegen/Against	1.061.503
Abstention/Onthouding/Abstain	530.835
% Pour/Voor/For	97,87%
Total des votes/Totaal aantal stemmen/ Total votes	50.297.220



6 a) 1. Renouvellement du mandat de Guy de Selliers de Moranville
 Hernieuwing van het mandaat van Guy de Selliers de Moranville
 Term renewal for Guy de Selliers de Moranville

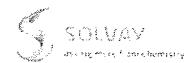
Pour/Voor/For **49.497.034**

Contre/Tegen/Against **498.838**

Abstention/Onthouding/Abstain **301.348**

% Pour/Voor/For 99,00%

Total des votes/Totaal aantal stemmen/
 Total votes **50.297.220**



6 a) 2. Renouvellement du mandat de Nicolas Boël
 Hernieuwing van het mandaat van Nicolas Boël
 Term renewal for Nicolas Boël

Pour/Voor/For **49.356.208**

Contre/Tegen/Against **469.420**

Abstention/Onthouding/Abstain **471.592**

% Pour/Voor/For 99,06%

Total des votes/Totaal aantal stemmen/
 Total votes **50.297.220**



6 a) 3. Renouvellement du mandat de Bernard de Laguiche
 Hernieuwing van het mandaat van Bernard de Laguiche
 Term renewal for Bernard de Laguiche

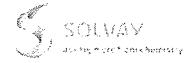
Pour/Voor/For **49.996.471**

Contre/Tegen/Against **48.142**

Abstention/Onthouding/Abstain **252.607**

% Pour/Voor/For 99,90%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



6 a) 4. Renouvellement du mandat de Hervé Coppens
 d'Eeckenbrugge
 Hernieuwing van het mandaat van Hervé Coppens
 d'Eeckenbrugge
 Term renewal for Hervé Coppens d'Eeckenbrugge

Pour/Voor/For **49.708.236**

Contre/Tegen/Against **124.712**

Abstention/Onthouding/Abstain **464.272**

% Pour/Voor/For 99,75%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



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6 a) 5. Renouvellement du mandat de Evelyn du Monceau
 Hernieuwing van het mandaat van Evelyn du Monceau
 Term renewal for Evelyn du Monceau

Pour/Voor/For **49.860.750**

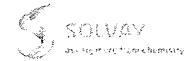
Contre/Tegen/Against **79.517**

Abstention/Onthouding/Abstain **356.953**

% Pour/Voor/For 99,84%

Total des votes/Totaal aantal stemmen/
 Total votes **50.297.220**

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6 a) 6. Renouvellement du mandat de Jean-Pierre Clamadieu
 Hernieuwing van het mandaat van Jean-Pierre Clamadieu
 Term renewal for Jean-Pierre Clamadieu

Pour/Voor/For **49.874.246**

Contre/Tegen/Against **83.303**

Abstention/Onthouding/Abstain **339.671**

% Pour/Voor/For 99,83%

Total des votes/Totaal aantal stemmen/
 Total votes **50.297.220**



6 b) 1. Confirmation de Hervé Coppens d'Eeckenbrugge comme Administrateur indépendant
 Bevestiging van Hervé Coppens d'Eeckenbrugge als onafhankelijk Bestuurder
 Confirmation of Hervé Coppens d'Eeckenbrugge as independent Board member

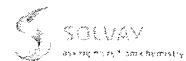
Pour/Voor/For **49.971.954**

Contre/Tegen/Against **35.478**

Abstention/Onthouding/Abstain **289.788**

% Pour/Voor/For 99,93%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



6 b) 2. Confirmation de Evelyn du Monceau comme Administrateur indépendant
 Bevestiging van Evelyn du Monceau als onafhankelijk Bestuurder
 Confirmation of Evelyn du Monceau as independent Board member

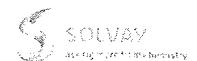
Pour/Voor/For **49.714.845**

Contre/Tegen/Against **87.882**

Abstention/Onthouding/Abstain **494.493**

% Pour/Voor/For 99,82%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



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6. d) Désignation de Françoise de Viron comme Administrateur
 Aanstelling van Françoise de Viron als Bestuurder
 Designation of Françoise de Viron as Board member

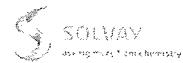
Pour/Voor/For **49.836.745**

Contre/Tegen/Against **82.590**

Abstention/Onthouding/Abstain **377.885**

% Pour/Voor/For 99,83%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



6. e) Désignation de Françoise de Viron comme
 Administrateur indépendant
 Aanstelling van Françoise de Viron als
 onafhankelijk Bestuurder
 Designation of Françoise de Viron as
 independent Board member

Pour/Voor/For **49.760.026**

Contre/Tegen/Against **50**

Abstention/Onthouding/Abstain **537.144**

% Pour/Voor/For 100,00%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



6. f) Désignation de Amparo Moraleda comme Administrateur
 Aanstelling van Amparo Moraleda als Bestuurder
 Designation of Amparo Moraleda as Board member

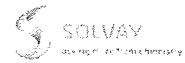
Pour/Voor/For **49.943.142**

Contre/Tegen/Against **64.934**

Abstention/Onthouding/Abstain **289.144**

% Pour/Voor/For 99,87%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



6. g) Désignation de Amparo Moraleda comme
 Administrateur indépendant
 Aanstelling van Amparo Moraleda als onafhankelijk
 Bestuurder
 Designation of Amparo Moraleda as independent
 Board member

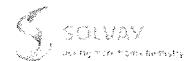
Pour/Voor/For **49.882.621**

Contre/Tegen/Against **34.984**

Abstention/Onthouding/Abstain **379.615**

% Pour/Voor/For 99,93%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



7 a) 1. Renouvellement du mandat de Deloitte Belgium,
 représentée par Eric Nys, comme Commissaire
 Hernieuwing van het mandaat van Deloitte Belgium,
 vertegenwoordigd door Eric Nys, als Commissaris
 Term renewal of Deloitte Belgium, represented by Eric
 Nys, as External Audit

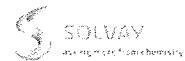
Pour/Voor/For **48.146.181**

Contre/Tegen/Against **1.487.237**

Abstention/Onthouding/Abstain **663.802**

% Pour/Voor/For 97,00%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



7 a) 2. Désignation de Frank Verhaegen comme suppléant
 de Eric Nys
 Aanstelling van Frank Verhaegen als plaatsvervangend
 van Eric Nys
 Designation of Frank Verhaegen as substitute of Eric Nys

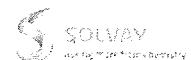
Pour/Voor/For **48.097.124**

Contre/Tegen/Against **1.670.720**

Abstention/Onthouding/Abstain **529.376**

% Pour/Voor/For 96,64%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



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7. b) Fixation des émoluments annuels du Commissaire de Solvay SA à 1.146.300 EUR
 Vaststelling van de jaarlijkse bezoldiging van de Commissaris van Solvay SA op 1.146.300 EUR
 Setting of the annual fees for the Solvay SA external auditor at 1,146,300 EUR

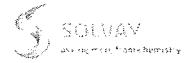
Pour/Voor/For **48.063.408**

Contre/Tegen/Against **1.568.855**

Abstention/Onthouding/Abstain **664.957**

% Pour/Voor/For 96,84%

Total des votes/Totaal aantal stemmen/ **50.297.220**
 Total votes



8. Approbation du procès-verbal

Goedkeuring van de notulen

Approval of the minutes

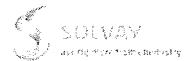
Pour/Voor/For **5.315.845**

Contre/Tegen/Against **2.870**

Abstention/Onthouding/Abstain **810.289**

% Pour/Voor/For 99,95%

Total des votes/Totaal aantal stemmen/ **6.129.004**
 Total votes



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