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**GENERAL SHAREHOLDERS' MEETING OF SOLVAY SA**  
**Tuesday, May 13, 2014 at 10:30 p.m.**  
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AGENDA

1. Management Report on 2013 operations including the Declaration of Corporate Governance and External Auditor's Report.
2. Approval of compensation report.

It is proposed to approve the compensation report found in chapter 6 of the Declaration of Corporate Governance.

3. Consolidated accounts from 2013 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2013 – Distribution of earnings and setting of dividend.

It is proposed to approve the annual accounts as well as the distribution of earnings for the year and maintain the gross dividend per entirely liberated share at 3.20 EUR, or 2.40 EUR net. After deduction of the prepayment of 1.3333 EUR gross paid on January 23, 2014, the balance of the dividend will amount to 1.8667 EUR gross, payable as of May 20, 2014.

5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2013.

It is proposed to discharge the liability of the Board members and the External Auditor working in 2013 for the operations relating to this fiscal year.

6. Board of Directors: Term renewals - Nominations
  - a) The terms of the Mr. Denis Solvay and Mr. Bernhard Scheuble will expire at the end of this meeting.

It is proposed to reelect Mr. Denis Solvay and Mr. Bernhard Scheuble for a four-year term each as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2018.
  - b) It is proposed to confirm the designation of Mr. Bernhard Scheuble as an independent Board member on the Board of Directors.
  - c) It is proposed to designate Mrs. Rosemary Thorne (see curriculum vitae attached) as a Board member for a four-year term, to replace Mr. Jean-Martin Folz who does not wish to

stand for reelection. The term of Mrs. Rosemary Thorne will expire at the end of the General Shareholders' Meeting in May 2018.

- d) It is proposed to designate Mrs. Rosemary Thorne as an independent Board member on the Board of Directors.
- e) It is proposed to designate Mr. Gilles Michel (see curriculum vitae attached) as a Board member for a four-year term, to replace Mr. Anton van Rossum who does not wish to stand for reelection. The term of Mr. Gilles Michel will expire at the end of the General Shareholders' Meeting in May 2018.
- f) It is proposed to designate Mr. Gilles Michel as an independent Board member on the Board of Directors.

7. Miscellaneous.