

SOLVAY Société Anonyme
Headquarters: 310 rue de Ransbeek at 1120 Brussels
Brussels, RPM 403.091.220

Shareholders are invited to attend:

the Ordinary General Shareholder Meeting that will take place on Tuesday May 12, 2015, The Square, Mont des Arts, 1000 Brussels, with the following agenda

1. Management Report 2014 including the Declaration of Corporate Governance, 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 2014 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2014 – 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 the increase of the gross dividend per entirely liberated share to 3.40 EUR, or 2.55 EUR net. After deduction of the prepayment of dividend at 1.3 EUR gross per share (1.3 with repeating decimal), which corresponds to 1.00 EUR net per share paid on January 22, 2015, the balance of the dividend will amount to 2.06 EUR gross (with repeating last decimal), or 1.55 EUR net, payable as of May 19, 2015.

5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2014.

It is proposed to discharge the liability of the Board members and the External Auditor in office for the operations relating to 2014 fiscal year.

6. Board of Directors: Term renewals - Nominations

- a) The terms of Mr. Charles Casimir-Lambert and Mr. Yves-Thibault de Silguy will expire at the end of this meeting.

It is proposed to successively reelect Mr. Charles Casimir-Lambert and Mr. Yves-Thibault de Silguy for a four-year term each as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2019.

- b) It is proposed to confirm the designation of Mr. Charles Casimir-Lambert as an independent Board member on the Board of Directors.
- c) It is proposed to confirm the designation of Mr Yves-Thibault de Silguy as an independent Board member on the Board of Directors.
- d) Resignation of Chevalier Guy de Selliers de Moranville and decision not to reassign his mandate.
- e) It is proposed to designate Mrs. Marjan Oudeman as a Board member for a four-year term. The term of Mrs. Marjan Oudeman will expire at the end of the General Shareholders' Meeting in May 2019.

- f) It is proposed to designate Mrs. Marjan Oudeman as an independent Board member on the Board of Directors.

7. Miscellaneous.

* * *

To take part in the Ordinary General Shareholders' Meeting on May 12, 2015, shareholders must follow the procedures described below:

- 1) Only people who are Solvay SA shareholders on April 28, 2015 at midnight (Belgium time) (hereafter called the **record date**) will have the right to participate and vote in the General Shareholders' Meeting on May 12, 2015, regardless of the number of shares held by the shareholder the day of the meeting.
- 2) Holders of registered shares who wish to participate in the meeting will not have to follow specific procedures to register their shares. The registration of their shares will ensue from their enrollment on the SOLVAY SA shareholder register on the record date. They will, however, have to give notice of their desire to attend the meetings by returning the participation notice attached to the convening notice; it must be received by Solvay SA no later than May 6, 2015 and can be returned either by regular mail to the address of the corporate headquarters, or by fax or by electronic mail.

Holders of registered shares who wish to be represented at the meeting will also have to return the completed and signed proxy form attached to this convening notice; it must be received by Solvay SA no later than May 6, 2015 either by regular mail to the address of the corporate headquarters or by fax or by electronic mail.

The shareholders who have declared their desire to participate in the meeting and have returned a proxy form may attend the meeting in person, but without being able to vote since their votes by proxy will have been counted in advance.

- 3) Holders of dematerialized shares who wish to participate in the meeting must request a statement from the authorized account holder or from the settlement organization that holds their share account stating the number of dematerialized shares registered in their name in the books of these institutions on the record date and for which they have declared a desire to participate in the meeting. This statement will have to be received by Solvay SA no later than May 6, 2015, and sent by regular mail to the address of Solvay's corporate headquarters, or by fax or by electronic mail.

The holders of dematerialized shares who wish to be represented by proxy at the meeting will also have to return a completed and signed proxy form to be received by Solvay SA no later than May 6, 2015 either by regular mail to the address of Solvay's corporate headquarters, or by fax or by electronic mail.

The proxy form is available at the corporate headquarters, on the Internet site and at the following financial establishments: BNP Paribas Fortis, ING and KBC.

The shareholders who have declared their desire to participate in the meeting and have returned a proxy form may attend the meeting in person, but without, however, being allowed to vote since their votes by proxy will have been counted in advance.

- 4) The designated proxy holder does not necessarily have to be a SOLVAY SA shareholder. The appointment of the proxy holder must be done with special consideration to avoid potential conflicts of interest between the shareholders and the proxy holder (see article 547bis §4 of the Companies Code). This clause is aimed particularly at the Chairman of the General Shareholders' Meeting, the members of the Board of Directors, the members of the Executive Committee and generally the employees of SOLVAY SA, their spouses or legal partners and their relatives.

- 5) Under some conditions, one (or more) shareholder(s) holding (together) at least 3% of the share capital may request the addition of new items to the agenda and/or submit new motions for a resolution. Solvay SA should receive these requests no later than April 20, 2015, sent either by regular mail to the address of its corporate headquarters, or by fax or by electronic mail. Should certain shareholders exercise this right, Solvay SA will send, no later than April 27, 2015, to shareholders by regular mail a final agenda and a completed proxy form and will also make these documents available on the Internet site.

Shareholders who have complied with the instructions for admission to the meeting may also submit questions in writing to the Board of Directors regarding items on the agenda or its reports, as well as to the External Auditor with regard to his report. These questions must reach Solvay SA no later than May 6, 2015 and be sent either by regular mail to its corporate headquarters or by fax or by electronic mail.

Upon presentation of a statement by an authorized account holder or a settlement organization certifying the number of dematerialized shares registered in the name of the shareholder, each shareholder may obtain a free copy of all the documents related to the meeting on May 12, 2015, either at the corporate headquarters or with the financial organizations mentioned above. All of these documents are also available on the Internet site of Solvay SA.

- 6) Motions for resolution or comments from the Board of Directors on the agenda items that do not require motions are also available on the Solvay Internet site.
- 7) It should be noted that the motions for resolutions will be submitted for electronic vote. Proxy votes will be counted in advance and systematically integrated under each point. It should be recalled that one share is equal to one vote.

It should be noted that if you are also a Solvac shareholder, you will be required to carry out the procedure for signing of attendance lists for Solvay and Solvac only one time. You will receive only one votingbox for the meeting of both companies as well as a single smart card showing, totally separately, the number of votes corresponding to the portfolio of shares involved. This is done for your convenience and for simplification.

- 8) Please note that the signatures on the attendance list will begin being accepted as of 9:00 a.m. on May 12, 2015.

Useful information :

Solvay SA
Assemblée Générale – General Shareholders' Meeting
310, rue de Ransbeek
1120 Bruxelles
Fax: +32-(0)2.264.37.67
e-mail : ag.solvay@solvay.com
site Internet : <http://www.solvay.com/en/investors/shareholders-meeting/index.html>

The Board of Directors