

P R O X Y

This document has been translated for purposes of information only. While every effort has been made to ensure that the English version is a faithful and accurate translation of the French/Dutch text, only the French/Dutch texts qualify as legally valid documents.

I the undersigned

Legal entities must specify the name, first name(s) and capacity of the physical person(s) who sign(s) this proxy form on their behalf. If the undersigned is not a physical person who executes this proxy form himself/herself, the signatory hereby declares and warrants to Solvay SA to have full authority to execute this shareholder proxy form on behalf of the undersigned.

holder of _____ shares, on the record date, of Solvay SA, with registered office at 310 Rue de Ransbeek, 1120 Brussels, hereby grant authority, to
First Name, Last name :
Address :

Or if no name is given, Mr. Jacques Levy Morelle¹
each with right of substitution,

NOTE:

A shareholder may only appoint a single person as a proxy holder, other than the exceptions shown in article 547bis of the Companies Code. The proxy holder does not necessarily have to be a shareholder. It is recommended that the shareholder does not designate as a proxy the Chairman of the General Shareholders' Meeting, members of the Board of Directors, members of the Executive Committee and in general the employees of Solvay SA, their spouse or legal partner and their relatives, which could result in a conflict of interest according to article 547bis, §4 of the Companies Code.² This proxy is irrevocable. Holders of shares who granted a proxy may still attend the General Shareholders' Meeting but will not be permitted to vote in person.

to

- A. Represent me in the Solvay SA Extraordinary General Shareholders' Meeting that will take place on Friday October 23, 2015 at 11.00 a.m. (Belgian time) at the Solvay Corporate Headquarters, 310 rue de Ransbeek at 1120 Brussels (and at all other meetings that will be held with the same agenda if the shareholders' meeting should be adjourned or postponed or should not have been validly convened) and to vote in my name for all the items on the agenda. Lacking specifications on how to vote for one or more of the decisions proposed below or if for any reason the instructions given are not clear, please consider that this is a specific instruction to vote in favor of the proposals of the motions involved.

- I. **Special board report of the board of directors drawn up in accordance with Article 604 of the Companies Code relating to the authorized capital**
II. **Modification to the articles of association**

It is proposed to add a new Article 7bis to the articles of association, which would read as follows:

"In the framework of the acquisition of Cytec industries Inc., the board of directors is authorized to (i) increase the registered capital by contributions in cash that amount to a maximum of EUR 1.5 billion, of which a maximum amount of EUR 1,270,516,995 will be allocated to the account "capital" and the remainder to the account "issuance premium", and (ii) determine all the terms of the capital increase, the issuance of the shares and their placement. This authorization is granted to the board of directors until 31 December 2016 (inclusive) and will expire on the following day if, by that date, the board of directors has not made use of such authorization in full or in part, as the case may be for the amount that has not been used by the board of directors. Any capital increase decided by the board of directors on the basis of this authorization must take place either with statutory preferential subscription right or non-statutory preferential subscription right."

FOR ☐ AGAINST ☐ ABSTAIN ☐

¹ In such case, the rules on conflicts of interests provided by Article 547bis, §4 of the Companies Code will apply.

² This list is not exhaustive.

III. Delegation of powers

It is proposed to grant all powers to Jean-Pierre Labroue, Group General Counsel, with right to subdelegate, to coordinate the text of the articles of association and perform all filings, publications and other formalities, in accordance with the decisions made by the shareholders' meeting.

FOR ☐ AGAINST ☐ ABSTAIN ☐

I note that I will be represented at the Extraordinary General Shareholders' Meeting for the total number of shares registered in my name on the record date, which is Friday October 9, 2015 at midnight.

In case shareholders, in accordance with Article 533^{ter} of the Companies Code, exercise their right to add items to the agenda and/or to submit resolution proposals with regard to existing agenda items or new items to be added to the agenda, proxies submitted prior to the publication of the revised agenda shall remain valid for the agenda items that they cover. In such case, Solvay SA will also make the revised agenda and a revised model of shareholder proxy form available on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) at the latest on October 8, 2015, in order to allow shareholders to give specific voting instructions on the new agenda items and/or new/alternative proposed resolutions.

The following voting instructions will only be applicable if you fail to provide your proxy holder with new specific voting instructions after the date of this proxy:

1. If, after the date of this proxy, new items are added to the agenda, the proxy holder shall:
 - (i) abstain from voting on the new agenda items and proposed resolutions concerned (*)
 - (ii) vote or abstain from voting on the new agenda items and proposed resolutions concerned as he/she/it will deem fit, taking into consideration the interests of the undersigned (*)

If the undersigned fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new agenda items and proposed resolutions concerned. In case of a conflict of interests, the proxy holder will always be required to abstain from voting on the new agenda items and proposed resolutions concerned.

2. If, after the date of this proxy, new/alternative proposed resolutions are submitted with respect to the existing agenda items, the proxy holder shall:
 - (i) abstain from voting on the new/alternative proposed resolutions concerned and vote or abstain from voting on the existing proposed resolutions in accordance with the voting instructions set out above (*)
 - (ii) vote or abstain from voting on the new/alternative proposed resolutions as he/she/it will deem fit, taking into consideration the interests of the undersigned (*)

If the undersigned fails to indicate a choice above, the proxy holder will be required to abstain from voting on the new/alternative proposed resolutions and will be required to vote or abstain from voting on the existing proposed resolutions in accordance with the instructions set out above.

However, the proxy holder will be entitled, during the shareholders' meeting, to deviate from the above voting instructions should their implementation be detrimental to the interests of the shareholder. In that event, the proxy holder shall notify the latter of any such deviation as well as the justification thereof. In case of a conflict of interests, the proxy holder will always be required to abstain from voting on the new/alternative proposed resolutions .

- B. to take part in all discussions on the items listed on the agenda for this meeting, to cast all votes, to pass and sign all deeds, items, minutes, attendance lists and other documents:
- C. in general, do all that is necessary to carry out this proxy, promising ratification in advance.

(*) Cross out the option not chosen.

Solvay SA must be in possession of this proxy form, **completed and signed, no later than October 17, 2015.**

Shareholders who want to be represented by a proxy holder at the General Shareholders' Meeting must in addition comply with the registration and confirmation procedure set out in Article 536 of the Companies Code and as described in the convening notice to this General Shareholders' Meeting.

This proxy form can be sent by regular mail to the corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by electronic mail to the e-mail address: ag.solvay@solvay.com, or by fax at +32-(0)2.264.37.67.

Signed at _____, on _____ 2015.

Authorization”

Signature must be preceded by the notation “Good for