

SOLVAY Société Anonyme

Headquarters: 310 rue de Ransbeek at 1120 Brussels

Brussels, RPM 403.091.220

Shareholders are invited to attend the Extraordinary General Shareholders' Meeting that will take place on Friday October 23, 2015 at 11.00 a.m. (Belgian time) at its Corporate Headquarters 310 rue de Ransbeek at 1120 Brussels, with the agenda mentioned hereafter. To deliberate validly on the agenda, this meeting should meet at least half of its share capital. This meeting can not validly deliberate if it does not meet the required quorum. The experience of recent years is going in this direction.

A second extraordinary shareholders' meeting will therefore be called. It will be held on Tuesday, November 17, 2015 with the same agenda and proposed resolutions. You will be informed by official notification on October 26, 2015.

AGENDA

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

The board of directors set out the specific circumstances in which the authorized capital can be used as well as the intended objectives in a special board report drawn up in accordance with Article 604 of the Companies Code.

The report is available on the Solvay SA website. The report was also provided to the registered shareholders and is available upon request.

This item is for communication only and does not require the adoption of a resolution.

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."

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.

To take part in the Extraordinary General Shareholders' Meeting on October 23, 2015, shareholders must follow the procedures described below:

- 1) Only people who are Solvay SA shareholders on October 9, 2015 at midnight (Belgium time) (hereafter called the "**record date**") will have the right to participate and vote in the Shareholders' Meeting on October 23, 2015, regardless of the number of shares held by the shareholder on the day of the meeting.
- 2) Holders of registered shares who wish to participate in this 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 meeting by returning the participation notice; it must be received by Solvay SA no later than October 17, 2015 and can be returned either by regular mail to the address of the corporate headquarters : Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at + 32-(0)2.264.37.67 or by electronic mail at the following address: ag.solvay@solvay.com.

Holders of registered shares who wish to be represented at this meeting will have to return the proxy form, **duly completed and signed**; it must be received by Solvay SA no later than October 17, 2015 either by regular mail to the address of the corporate headquarters : Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at +32 (0)2.264.37.67 or by electronic mail at the following address: ag.solvay@solvay.com.

The proxy form is available at the corporate headquarters, on its Internet site <http://www.solvay.com/en/investors/shareholders-meeting/index.html> 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 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 this 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 October 17, 2015, and sent by regular mail to the address of Solvay's corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at + 32-(0)2.264.37.67 or by electronic mail at the following address: ag.solvay@solvay.com.

The holders of dematerialized shares who wish to be represented by proxy at this meeting will have to return a **duly completed and signed** proxy form to be received by Solvay SA no later than October 17, 2015 either by regular mail to the address of the corporate headquarters : Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at + 32-(0)2.264.37.67 or by electronic mail at the following address: ag.solvay@solvay.com.

The proxy form is available at the corporate headquarters, on its Internet site <http://www.solvay.com/en/investors/shareholders-meeting/index.html> and at the following financial establishments: BNP Paribas Fortis, ING and KBC.

The shareholders who have declared their desire to participate in the meeting, by returning their proxy form, can 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 547*bis* §4 of the Code of Companies). 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.¹
- 5) In accordance with Article 533*ter* of the Companies Code, one or more shareholders holding (together) at least 3% of the share capital of Solvay SA may have new items added to the agenda of the shareholders' meeting and may submit resolution proposals in relation to existing or new agenda items.

Shareholders who wish to exercise this right must (a) provide evidence of ownership of such shareholding as at the date of their request and (b) record their shares representing such shareholding on the record date (i.e. on Friday October 9, 2015) in accordance with the above admission conditions. Evidence of ownership of such shareholding can be provided by a certificate evidencing the registration of the relevant shares in the share register of Solvay SA (for registered shares) or by a certificate issued by an authorized account holder or a settlement organization certifying that the relevant number of dematerialized shares is recorded in the shareholder's account.

The request to add agenda items or resolution proposals must be made in writing and must be accompanied by, as the case may be, the text of the items to be added to the agenda and the corresponding resolution proposals, or the text of the newly proposed resolutions in relation to existing agenda items. Such request must contain a postal or e-mail address to which Solvay SA will send an acknowledgement of receipt within 48 hours of receipt of such request.

The additional agenda items and/or resolution proposals must be received by Solvay SA no later than Thursday October 1, 2015 either by regular mail to the address of its corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by electronic mail to the e-mail address: ag.solvay@solvay.com.

If such requests are received by Solvay SA, it will publish, at the latest Thursday October 8, 2015, a modified agenda of the shareholders' meeting, completed on the basis of any requests validly submitted, on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>), in the Belgian State Gazette and in the press. In this case, Solvay SA will also make a revised proxy form available on its website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>) at the same time as the publication of the modified agenda of the shareholders' meeting.

In case shareholders, in accordance with Article 533*ter* of the Companies Code, exercise their right to add items to the agenda and to file resolution proposals, proxies filed prior to the publication of the revised agenda shall remain valid for the agenda items they cover. In case new/alternative resolution proposals are filed with regard to existing agenda items, the proxy holder will always be entitled to deviate from previously given 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. The proxy should also indicate whether, in case new items are added to the agenda by shareholders, the proxy holder is entitled to vote on the new items or whether he/she/it should abstain.

- 6) In accordance with Article 540 of the Companies Code, a time for questions is provided during the shareholders' meeting during which directors will respond to questions addressed to them with respect to their report or the agenda items.

Shareholders may ask questions orally during the shareholders' meeting or may submit written questions in advance of the meeting.

¹ This list is not exhaustive.

Written questions will only be answered if the shareholder asking them has complied with the above admission conditions in accordance with Article 536 of the Companies Code and if the written questions have been received by Solvay SA at the latest on Saturday October 17, 2015, either by regular mail to the address of its corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by electronic mail to the e-mail address: ag.solvay@solvay.com.

- 7) In accordance with Article 535 of the Companies Code, shareholders, holders of bonds, subscription rights or certificates issued with the cooperation of Solvay SA, can upon presentation of their security or of a certificate issued by an authorized account holder or a settlement organization certifying the number of dematerialized securities recorded in the name of the security holder, obtain at the headquarters of Solvay SA, i.e. 310 rue de Ransbeek at 1120 Brussels, on business days and during normal office hours or with the financial institutions mentioned above as from the date of publication of this convening notice, free of charge, copies of the documents and reports that relate to this meeting and that must be made available to them pursuant to law, including this convening notice, the agenda and proposed resolutions of the extraordinary shareholders' meeting, the board report on the use and purpose of the authorized capital prepared in accordance with Article 604 of the Belgian Companies Code, the participation notice and the proxy form.

These documents and reports are also available on Solvay SA's website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

- 8) 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 into each point. It should be recalled that one share is equal to one vote.
- 9) Please note that the signatures on the attendance list will begin being accepted as of 9:30 a.m. (Belgian time) on October 23, 2015.

The Board of Directors