

SOLVAY SA

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EXTRAORDINARY SHAREHOLDERS' MEETING October 23, 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.