

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 Morelle
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.¹

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 Tuesday November 17, 2015 at 2.00 p.m. (Belgian time) at the Square, Meeting Center, Mont des Arts 1000 Brussels and to vote in my name for all the items on the agenda.² 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 This list is not exhaustive.

² Unless different voting instructions are given, the instructions to vote at the Extraordinary General Shareholders' Meeting of October 23, 2015 will remain valid for this Extraordinary General Shareholders' Meeting.

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 Tuesday November 3, 2015 at midnight.

- 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.

Solvay SA must be in possession of this proxy form, **completed and signed, no later than November 11, 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