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ORDINARY GENERAL SHAREHOLDERS' MEETING
May, 10th, 2016 at 10:30 a.m.
The Square - Brussels

AGENDA

1. Management Report 2015 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 2015 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2015 – 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 to set the gross dividend per entirely liberated share at 3.30 EUR. After deduction of the prepayment of dividend at 1.36 EUR gross per share paid on January 21, 2016, the balance of the dividend will amount to 1.94 EUR gross, payable as of May 17, 2016.
5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2015.
It is proposed to discharge the liability of the Board members and the External Auditor in office for the operations relating to 2015 fiscal year.
6. Board of Directors: Term renewals
 - a) The terms of Mr. Jean-Marie Solvay will expire at the end of this meeting.
It is proposed to reelect Mr. Jean-Marie Solvay for a four-year term as Board member. His term will expire at the end of the General Shareholders' Meeting in May 2020.
7. External Auditor
 - a) Term renewal of the External Auditor
The External Auditor's appointment will expire at the end of this Meeting.

It is proposed to renew the term of Deloitte Réviseurs d'Entreprises, Société Civile sous forme de SCRL, whose headquarters is located at 1831 Diegem, Berkenlaan 8b, as External Auditor for the company for a period of three years. The appointment of External Auditor will end at the close of the General Shareholders' Meeting in May 2019. During this period, Deloitte Belgium will be represented by Mr. Michel Denayer.

If for any reason the representative of Deloitte Belgium would not be able to fulfill his duties, Deloitte Belgium would be represented by Mrs Corine Magnin.

b) Setting auditors' fees

It is proposed that the meeting approve the annual fees for the Solvay SA External Auditor, that include an audit of the statutory accounts as well as an audit of the Group consolidation, at 1.146.000 EUR.

8. Approval of the change of control provisions relating to the December 2015 Euro-denominated senior and hybrid bonds and the USD-denominated senior notes issued to finance the acquisition of Cytec and the general corporate purposes of the Solvay group.
9. Miscellaneous.