

PROXY

**This document has been translated for information purposes only. Whilst every effort has been made to ensure that the English version is a faithful and accurate translation of the French text, only the latter is a legally valid document.**

I, the undersigned

currently holder of \_\_\_\_\_ shares 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 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, who could pose a conflict of interest according to article 547bis, §4 of the Companies Code.**  
to

**A.** Represent me in the SOLVAY SA **Ordinary General Shareholders' Meeting** that will take place on **Tuesday, May 10, 2016 at 10:30 a.m.** at the Square, Brussels Meeting Center, Monts des Arts, 1000 Brussels 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.

1 Management Report on operations for 2015 including the Declaration of Corporate Governance and 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.

FOR ☐ AGAINST ☐ ABSTAIN ☐

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.

FOR ☐ AGAINST ☐ ABSTAIN ☐

5 Discharge of liability to be given to Board members and to the Auditor for operations for the year 2014.

It is proposed to discharge liability

of Board members

FOR ☐ AGAINST ☐ ABSTAIN ☐

and of the External Auditor

FOR ☐ AGAINST ☐ ABSTAIN ☐

working in 2015 for the operations relating to this 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 each as Board member. His term will expire at the end of the General Shareholders' Meeting in May 2020.

FOR ☐ AGAINST ☐ ABSTAIN ☐

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.

FOR ☐ AGAINST ☐ ABSTAIN ☐

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.

FOR ☐ AGAINST ☐ ABSTAIN ☐

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 1.146.00 EUR.

FOR ☐ AGAINST ☐ ABSTAIN ☐

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 Cytect and the general corporate purposes of the Solvay group

It is proposed to approve, in accordance with Article 556 of the Belgian Companies Code:

- A. the provisions, set forth in the terms and conditions of such bonds, granting each holder of the EUR 1,000,000,000 floating rate bonds due 1 December 2017, the EUR 750,000,000 1.625 per cent. fixed rate bonds due 2 December 2022 and/or the EUR 500,000,000 2.750 per cent. fixed rate bonds due 2 December 2027, issued by Solvay on 2 December 2015, the right to request the redemption of all or part of its bonds at the relevant put redemption amount determined by the calculation agent, upon the occurrence of a change of control over Solvay and, if applicable, a related downgrade of Solvay's long term debt to sub-investment grade;
- B. in relation to the EUR 500,000,000 undated deeply subordinated fixed to reset rate Perp-NC5.5 bonds and the EUR 500,000,000 undated deeply subordinated fixed to reset rate Perp-NC8.5 bonds, issued by Solvay Finance S.A. on 2 December 2015 and irrevocably guaranteed on a subordinated basis by Solvay, the provisions, set forth in the terms and conditions of such bonds, (i) granting Solvay Finance S.A. the right to redeem all of the bonds at 100% of their principal amount together with any accrued but unpaid interest and (ii) providing for an increase of the prevailing interest rate by an additional margin of 5 per cent. *per annum* in case Solvay Finance S.A. decides not to redeem the bonds, in each case following the occurrence of a change of control over Solvay and, if applicable, a related downgrade of Solvay's long term debt to sub-investment grade;
- C. the provisions, set forth in the terms and conditions of such notes, granting each holder of the US\$ 800,000,000 3.400 per cent. notes due 2020 and/or the US\$ 800,000,000 4.450 per cent. notes due 2025, issued by Solvay Finance (America) LLC on 3 December 2015 and fully and unconditionally guaranteed by Solvay, the right to request the redemption of all or part of its notes at an amount equal to 101% of the principal amount thereof plus any accrued and unpaid interest, upon the occurrence of a change of control over Solvay and, if applicable, a related downgrade of Solvay's long term debt to sub-investment grade; and
- D. any other provision set forth in the terms and conditions of the bonds or notes referred to above granting rights to third parties that either have an influence on the assets of Solvay or create a debt or obligation for Solvay, where in each case the exercise of such rights is dependent on the launch of a public takeover bid on the shares of Solvay or on a change of control exercised over it.

FOR ☐ AGAINST ☐ ABSTAIN ☐

9 Miscellaneous.

I note that I will be represented at the Ordinary General meeting for the total number of shares registered in my name to the record date, April 26, 2016 at midnight.

If, after the date of this proxy form, proposals for new motions should be added at shareholders' request in compliance with article 533ter of the Companies Code, the proxy holder is authorized, in compliance with article 533ter, §4, al.2 of the Companies Code, to withdraw from any possible instructions given by the shareholder if the execution of these instructions risks compromising the interest of the shareholder.

If, after the date of this proxy form, new subjects are added to the agenda at the request of shareholders in compliance with article 533ter of the Companies Code, the proxy holder:

- is authorized to vote on the new items that would be added to the agenda (\*);
- must abstain from voting on the new items that would be added to the agenda (\*).

**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 acts, 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 May 4, 2016.**

It may be sent by regular mail in the attached envelope, or by electronic mail to the e-mail address: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com), or by fax at +32-(0)2.264.37.67.

Signed at \_\_\_\_\_, on \_\_\_\_\_ 2016.

**Signature** must be preceded by the notation "Good for Authorization"

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(\*) Cross out the option not chosen. If none is crossed out, the proxy holder will have to abstain from voting on the new items added to the agendas.