In order to be valid, the Proxy must be in our possession
by Wednesday, May 2, 2007 at the latest

P R O X Y

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

shareholder of Solvay S.A. ("Solvay" as the "Company"), 33 rue du Prince Albert, Ixelles-Brussels, Belgium, currently owner of the above-mentioned number of shares, hereby grant authority, with full power of substitution (*)

or in his absence, to the Chairman of the Shareholders' Meetings mentioned herebelow, for the purposes of :

A. Representing me at the Ordinary Shareholders' Meeting of the Company, to be held on Tuesday, May 8, 2007 at 2.30 p.m., at 44 rue du Prince Albert, Ixelles-Brussels, Belgium with the following agenda :

		Vote (**) For	Against
1.	Management Reports on the operations for the 2006 fiscal year; External Auditor's reports.		
2.	Report on Corporate Governance.		
3.	Approval of the annual accounts for the 2006 fiscal year - allocation of profits and dividend distribution. It is proposed that the shareholders approve the annual accounts, the allocation of profits and the gross dividend distribution for fully-paid shares at EUR 2.80 or EUR 2.10 (net of Belgian withholding tax). In view of the EUR 0.80 (net of Belgian withholding tax) interim dividend paid on January 18, 2007 the balance of the dividend to be distributed amounts to EUR 1.30 net of Belgian withholding tax), payable as of May 15, 2007	☐	☐
4.	Discharge to be granted to the Directors and to the External Auditor for the operations of the 2006 fiscal year. It is proposed that the shareholders grant discharge		
	to the Directors	☐	☐
	and External Auditor	☐	☐
	in office during the 2006 fiscal year for operations falling within that period.		
5.	Board of Directors :		
	a) Appointment of a Director to replace Mr Jacques Saverys, being 70 years old, who resigns his term of office as Director. It is proposed that the shareholders elect Mr Charles Casimir-Lambert (see enclosed curriculum vitae) as a non-independent Director to replace Mr Jacques Saverys. His term of office will expire immediately after the Annual Shareholders' Meeting of May 2011.	☐	☐
	b) Appointment of a Director to replace Mr Whitson Sadler, whose term of office is due to expire and, being re-eligible, have offered himself for re-election for a new term of office of four years. It is proposed that the shareholders re-elect Mr Whitson Sadler as Director for a period of four years. His term of office will expire immediately after the Annual Shareholders' Meeting of May 2011.	☐	☐
	c) Confirmation of the appointment of Mr Whitson Sadler as independent Director within the Board of Directors (on the basis of the criteria to be satisfied to be deemed an independent Director – see the Corporate Governance report 2005, chapter 4.3.4.). It is proposed that the shareholders confirm Mr Whitson Sadler as independent Director within the Board of Directors. During the assembly of March 5, the Works Council of Solvay S.A. Brussels was informed about it, according to the article 524 of the Code of Companies.	☐	☐

(*) In keeping with Article 38 of the Articles, proxy holder must be a shareholder. However, married natural persons may be represented by their spouse, even if s/he is not a shareholder. Minors and the legally incompetent shall be represented by their guardians. Legal entities may be represented by a proxy holder who need not be a shareholder.

(**) In the absence of a vote (a blank vote) or abstention on one or more proposed resolutions, the proxy appointed by virtue of this document shall vote in favor of the proposals in question, in keeping with Articles 547 and 548 of the new Belgian Law on Companies (Code des Sociétés).

	Vote (*) For	Against
6. External Auditors :		
a) Appointment of an External Auditor to replace the international Audit Company Deloitte – represented by Mr Michel Denayer, who terminates his term of office and, being eligible, has offered himself for re-election for a new term of three years. It is proposed that the shareholders re-elect the international Audit Company Deloitte – represented by Mr Michel Denayer – as an External Auditor for a new three-year period. His term will expire immediately after the Annual Shareholders' Meeting of May 2010. During the assembly of March 5, the Works Council of Solvay S.A. Brussels agreed unanimously to this appointment by a double majority of all the workers' delegates and the Works Council.	☐	☐
b) Setting of the annual remuneration of the External Auditor. It is proposed that the shareholders fix the annual remuneration of the External Auditor at 340,000 EUR (inclusive all costs, except VAT) for the term of his mandate.	☐	☐
c) Appointment of a substitute External Auditor to replace the international Audit Company Deloitte – represented by Mr Ludo De Keulenaer, who terminates his term of office and, being eligible, has offered himself for re-election for a new term of three years.. It is proposed that the shareholders re-elect the international Audit Company Deloitte – represented by Mr Ludo De Keulenaer – as a substitute External Auditor for a new three-year period. His term will expire immediately after the Annual Shareholders' Meeting of May 2010. During the assembly of March 5, the Works Council of Solvay S.A. Brussels agreed unanimously to this appointment by a double majority of all the workers' delegates and the Works Council.	☐	☐
7. Any other business.		

B. Representing me at the Extraordinary Shareholders' Meeting of the Company, to be held on Tuesday, May 8, 2007, following the close of the Ordinary Shareholders's Meeting, at 44 rue du Prince Albert, Ixelles-Brussels, Belgium with the following agenda :

	Vote (*) For	Against
Statutory Changes		
1. Article 27 3rd paragraph: Remuneration of Directors on the Board of Directors The Extraordinary General Meeting is asked to grant Directors on the Board of Directors an individual bonus like the one provided to those members of the Board of Directors who are not Directors. Article 27 3rd paragraph of the statutes would henceforth be replaced by the following text: "Each of the Directors responsible for day-to-day management is also entitled to variable remuneration determined by the Board of Directors on the basis of their individual results and of the consolidated results of the Solvay Group.	☐	☐
2. Articles 6 and 37: plan to phase out bearer titles and to replace them with dematerialized and/or registered titles The Extraordinary General Meeting is asked to modify articles 6 and 37 of the statutes to comply with the law of 15 December 2005 requiring companies to adapt their statutes before 31 December 2007 in order to phase out bearer titles and to replace them with dematerialized and/or registered titles. Article 6 would henceforth be replaced by the following text: §1 These eighty-four million seven hundred and one thousand one hundred and thirty-three (84,701,133) shares without par value are fully paid shares. These bearer shares shall be dematerialized or registered to the maximum extent permitted by law. The holder of said shares retains the right to request at any time to have these shares converted into dematerialized shares (at his/her own cost) or into registered shares (free of charge). §2 Any dematerialized shares shall necessarily be listed on an account in the name of its owner or holder with a registered accounting firm or a liquidation body. Any registered shares shall necessarily be listed on the ledger of shareholders at headquarters. All shareholders have the right to read the part of the ledge regarding their own shares. The company's bearer shares which have been issued and posted to a securities account on 1 January 2008 shall become dematerialized shares from this date forward. The other bearer shares shall also be converted to dematerialized shares once they have been posted to a securities account starting from 1 January 2008. The bearer shares issued by the company but not posted to a securities account shall ipso jure be converted to dematerialized shares on 30 June 2011. §3 The Board of Directors shall retain the right, insofar as the law shall permit, to determine the means of exchanging the old bearer shares into dematerialized and/or registered shares. §4 Any partially paid shares issued shall necessarily be registered and shall enjoy, pro rata, the same rights to profits and assets in the event of liquidation; following full payment, they shall remain registered. "Pro rata" refers to the relationship between the amount effectively paid - including the issue premium - and the full subscription price, again including the issue premium. The assignment of partially paid shares (commonly known as Solvay Class C shares) shall fulfill the regulations prescribed in Articles 7 and 9 of these By-laws.	☐	☐

(*) In the absence of a vote (a blank vote) or abstention on one or more proposed resolutions, the proxy appointed by virtue of this document shall vote in favor of the proposals in question, in keeping with Articles 547 and 548 of the new Belgian Law on Companies (Code des Sociétés).

	Vote (*)	
	For	Against
Article 37 first paragraph would henceforth be replaced by the following text: In order to attend the Meeting, bearer shareholders shall deposit their shares at the Corporation's principal place of business or at one of the places listed in the notice of the Meeting not less than five (5) working days before the date set for the Meeting. Shareholders with registered shares shall be listed in the Corporation's ledger of registered shares not less than five (5) working days before the date of the Meeting and shall notify the Corporation in writing of their intention to attend the Meeting by the same deadline, indicating the number of shares of which they shall avail themselves.	☐	☐

C. Take part in every debate on the agenda items for these Meetings, agreeing to any amendments to those agendas, participating in the voting and signing any minutes, the attendance list and other documents.

D. Doing all that is necessary in the exercise of this Proxy.

E. At the Meetings, voting the above-mentioned number shares, which include those registered in my name and, those registered to any minors whom I possibly represent.

Signed at , on 2007.

Signature(s) (**)

(*) In the absence of a vote (a blank vote) or abstention on one or more proposed resolutions, the proxy appointed by virtue of this document shall vote in favor of the proposals in question, in keeping with Articles 547 and 548 of the new Belgian Law on Companies (Code des Sociétés).

(**) The signature must be preceded by the handwritten words **"Bon pour pouvoir"** ("Power hereby granted").