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**ANNUAL SHAREHOLDERS' MEETING
Tuesday, May 13, 2008 at 2.30 p.m.**

AGENDA

1. Management Reports on the operations of the 2007 fiscal year – External Auditor's reports.
2. Report on Corporate Governance.
3. Consolidated accounts of the 2007 fiscal year.
4. Approval of the annual accounts for the 2007 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 2.9333, or EUR 2.20 net of Belgian withholding tax. In view of the EUR 0.85 (net of Belgian withholding tax) interim dividend paid on January 17, 2008, the balance of the dividend to be distributed amounts to EUR 1.35 EUR (net of Belgian withholding tax), payable as of May 20, 2008.
5. Discharge to be granted to the Directors and to the External Operator for the operations of the 2007 fiscal year.
It is proposed that the shareholders grant a discharge to the Directors and External Auditor in office during the fiscal year 2007 for operations falling within that period.
6. Board of Directors:
 - a) Appointment of a Director to replace Mr Jean-Marie Solvay, whose term of office is due to expire and, being re-eligible, has offered himself for re-election for a new term of office of four years.
It is proposed that the shareholders re-elect Mr Jean-Marie Solvay as Director for a period of four years. His term of office will expire immediately after the Annual Shareholders' Meeting of May 2012.
 - b) Confirmation of the appointment of Mr Jean-Marie Solvay 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 2007, chapter 4.3.4.).
It is proposed that the shareholders confirm Mr Jean-Marie Solvay as independent Director within the Board of Directors.
During its meeting of March 3, 2008, the Works Council of Solvay S.A. Brussels was informed about it, according to the article 524 of the Code of Companies.
7. Any other business.