

**In order to be valid, the Proxy must be in our possession
by Tuesday, May 6, 2008 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 13, 2008 at 2.30 p.m., at 44 rue du Prince Albert, Ixelles-Brussels, Belgium with the following agenda :

	<u>Vote (**)</u>	
	<u>For</u>	<u>Against</u>
1. Management Reports on the operations for the 2007 fiscal year; External Auditor's reports.		
2. Report on Corporate Governance.		
3. Consolidated accounts for 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 net of Belgian withholding tax), payable as of May 20, 2008	<input type="checkbox"/>	<input type="checkbox"/>
5. Discharge to be granted to the Directors and to the External Auditor for the operations of the 2007 fiscal year. It is proposed that the shareholders grant discharge to the Directors and External Auditor in office during the 2007 fiscal year for operations falling within that period.	<input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/>
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, have 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.	<input type="checkbox"/>	<input type="checkbox"/>
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, the Works Council of Solvay S.A. Brussels was informed about it, according to the article 524 of the Code of Companies.	<input type="checkbox"/>	<input type="checkbox"/>
7. Any other business.		

(*) 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).

- B. Representing me at the Extraordinary Shareholders' Meeting of the Company, to be held on Tuesday, May 13, 2008, 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

I. Special report of the Board of Directors

II. Amendments to the articles of association :

2.1. Article 10 b: acquisition and/or cancellation of the company's own shares in order to avoid a serious and imminent threat to the company

It is proposed that the Extraordinary Shareholders' Meeting renews for a further period of three years, to take effect from the date of publication in the Annexes to the Belgian Official Journal of the shareholders' decision of May 13, 2008, the authorisation granted to the Board of Directors to acquire, exchange and/or cancel on the stock market or in any other way, the company's own shares in order to avoid a serious and imminent threat to the company.

In article 10 b, the date of June 2, 2005 would be replaced by that of May 13, 2008.

2.2. Article 10 c: acquisition on the stock market of the company's own shares

It is proposed that the Extraordinary Shareholders' Meeting renews for a further period of 18 months, to take effect from the general meeting of May 13, 2008, the authorisation granted to the Board of Directors to acquire or cancel on the stock market the company's shares, up to a maximum of 8,470,000 shares, to cover the company's stock option commitments.

In article 10 c, the date of May 9, 2006 would be replaced by that of May 13, 2008.

- 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 _____ 2008.

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").