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EXTRAORDINARY SHAREHOLDERS' MEETING
Tuesday, May 12, 2009
at the end of the General Shareholders' Meeting

AGENDA

- I. Special Report from the Board of Directors
- II. Statutory modifications
- 2.1. Article 10 quater: acquisition on the Stock Market of the company's own shares

It is proposed that the Extraordinary Shareholders' Meeting grant to the Board of Directors, for a period of 5 years from the General Shareholders' Meeting on May 12, 2009, authorization to acquire or transfer on the stock exchange the company's own shares, up to a maximum of 16,940,000 shares specifically to cover Stock Option commitments.

Article 10 quater of the articles of association would then be replaced in the first section and in paragraph 2 of the 3rd section by the following text:

"1. The Board of Directors is authorized to acquire on the stock exchange the company's own shares for a period of five years counting from the General Shareholders' Meeting of May twelfth two thousand and nine, of up to a maximum of sixteen million nine hundred forty thousand (16,940,000) shares, at a price between twenty Euro (20 EUR) and one hundred and fifty Euro (150 EUR)."

"The shares acquired by these subsidiaries will be attributed to the total of sixteen million nine hundred forty thousand (16,940,000) shares described in point 1."

2.2. Article 13 bis: transparency of large holdings in Solvay

It is proposed that the Extraordinary Shareholders' Meeting modify the voting rights thresholds at which shareholders are required in the near future to declare to the company and to the Banking, Finance and Insurance Commission, any crossing of these thresholds, going above as well as below.

Article 13 bis of the Articles of Association would then be replaced by the following text:

"1. The physical or legal person who acquires shares in the company conferring voting rights in the general meeting, must declare, within legal limits, to the company and to the Banking, Finance and Insurance Commission the number of shares that he owns, when the voting rights attached to these shares, alone or in concert as defined by law, crosses the threshold of three percent of the total existing voting rights.

It will be the same when the person required to make the initial declaration mentioned above, increases the number of shares with voting rights up to five percent and up to seven and one-half percent, and for each crossing of a threshold in multiples of five percent total of the existing voting rights.

This person will have to make the same declaration when at the end of the sale, the voting rights he holds, alone or in concert as defined by law, drops below the thresholds cited above.

2. Any physical or legal person who, at the date of publication in the Annex to the Belgian *Moniteur* of the current article 13 bis, possesses shares with attached voting rights at the General Shareholders' Meeting that cross, alone or in concert as defined by law, the threshold of three percent or seven and one-half percent of the total existing voting rights, must make a declaration to the company and to the Banking, Finance and Insurance Commission within 10 days of listing dated from the above publication.

3. Barring legal exemptions included in the thresholds stated above, no one can vote at the General Shareholders' Meeting of the company a number of votes greater than that corresponding to the shares he declared in compliance with the law and the present articles of association, at least twenty days before the date of the above Meeting."

2.3. Article 19 section 3: Audit Committee

It is proposed to replace the reference to article 133 § 6 of the Commercial Code by a reference to article 526 bis of the same Code with regard to the obligation to have an Audit Committee.