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**ANNUAL SHAREHOLDERS' MEETING  
Tuesday, May 12, 2009 at 2.30 p.m.**

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AGENDA

1. Management Reports on the operations of the 2008 fiscal year – External Auditor's reports.
2. Report on Corporate Governance.
3. Consolidated accounts of the 2008 fiscal year.
4. Approval of the annual accounts for the 2008 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 0.90 (net of Belgian withholding tax) interim dividend paid on January 15, 2009, the balance of the dividend to be distributed amounts to EUR 1.30 EUR (net of Belgian withholding tax), payable as of May 19, 2009.
5. Discharge to be granted to the Directors and to the External Operator for the operations of the 2008 fiscal year.  
It is proposed that the shareholders grant a discharge to the Directors and External Auditor in office during the fiscal year 2008 for operations falling within that period.
6. Board of Directors:
  - a) Appointment of a Director to replace Baron Hubert de Wangen, being 70 years old, who resigns his term of office as Director.  
It is proposed that the shareholders elect Baron Hervé Coppens d'Eeckenbrugge (see enclosed curriculum vitae) as non independent Director to replace Baron Hubert de Wangen. His term of office will expire immediately after the Annual Shareholders' Meeting of May 2013.
  - b) Appointment of a Director to replace Dr Uwe-Ernst Bufe, whose term of office is due to expire and being re-eligible, who will not seek re-election.  
It is proposed that the shareholders elect Mrs Petra Mateos-Aparicio Morales (see enclosed curriculum vitae) as Director to replace Dr Uwe-Ernst Bufe. Her term of office will expire immediately after the Annual Shareholders' Meeting of May 2013.

- c) Appointment of Mrs Petra Mateos-Aparicio Morales 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 2008, chapter 4.3.4.).

It is proposed that the shareholders appoint Mrs Petra Mateos-Aparicio Morales as independent Director within the Board of Directors.

During its meeting of April 6, 2009, the Works Council of Solvay S.A. Brussels was informed about it, according to the article 524 of the Code of Companies.

- d) Appointment of six Directors to replace Mr Aloïs Michielsens, Mr Christian Jourquin, Mr Bernard de Laguiche, Knight Guy de Selliers de Moranville, Mr Nicolas Boël and Mr Karel Van Miert, whose term of office is due to expire and, being re-eligible, has offered themselves for re-election for a new term of office of four years.

It is proposed that the shareholders re-elect successively Mr Aloïs Michielsens, Mr Christian Jourquin, Mr Bernard de Laguiche, Knight Guy de Selliers de Moranville, Mr Nicolas Boël and Mr Karel Van Miert as Directors for a period of four years. Their term of office will expire immediately after the Annual Shareholders' Meeting of May 2013.

- e) Confirmation of the appointment of Mr Nicolas Boël and Mr Karel Van Miert as independent Directors 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 2008, chapter 4.3.4.). With respect to Knight Guy Selliers de Moranville, the criterion for independence is not fulfilled in the sense of the new articles 526 bis and 526 ter of the Companies Code which limit the independence for the first twelve years of office.

It is proposed that the shareholders confirm Mr Nicolas Boël and Mr Karel Van Miert as independent Directors within the Board of Directors.

During its meeting of April 6, 2009, 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.