

**In order to be valid, the Proxy must be in our possession  
by Wednesday, May 6, 2009 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 12, 2009 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 2008 fiscal year; External Auditor's reports.		
2. Report on Corporate Governance.		
3. Consolidated accounts for the 2008 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 0.90 (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 net of Belgian withholding tax), payable as of May 19, 2009.	<input type="checkbox"/>	<input type="checkbox"/>
5. Discharge to be granted to the Directors and to the External Auditor for the operations of the 2008 fiscal year. It is proposed that the shareholders grant discharge to the Directors and External Auditor in office during the 2008 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 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 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.	<input type="checkbox"/>	<input type="checkbox"/>
b) Appointment of a Director to replace Dr Uwe-Ernst Bufo, 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 as Director to replace Dr Uwe-Ernst Bufo. Her term of office will expire immediately after the Annual Shareholders' Meeting of May 2013.	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/>	<input type="checkbox"/>
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.	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>	<input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/> <input type="checkbox"/>

(\*) 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

- 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.  
B. Representing me at the Extraordinary Shareholders' Meeting of the Company, to be held on Tuesday, May 12, 2009, 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 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 3<sup>rd</sup> 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.

  

- 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

2009.

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").