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**ANNUAL SHAREHOLDERS' MEETING
Tuesday, May 11, 2010 at 2.30 p.m.**

AGENDA

1. Management Reports on the operations of the 2009 fiscal year – External Auditor's reports.
2. Report on Corporate Governance including on remuneration policy.

It is proposed that the shareholders approve the report on the remuneration policy set out in Chapter 6 of the report on Corporate Governance.

3. Consolidated accounts of the 2009 fiscal year.
4. Approval of the annual accounts for the 2009 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 14, 2010, the balance of the dividend to be distributed amounts to EUR 1.30 EUR (net of Belgian withholding tax), payable as of May 18, 2010.

5. Discharge to be granted to the Directors and to the External Operator for the operations of the 2009 fiscal year.

It is proposed that the shareholders grant a discharge to the Directors and External Auditor in office during the fiscal year 2009 for operations falling within that period.

6. Board of Directors:
 - a) Appointment of a new Director to take over the mandate of Mr Whitson Sadler who, approaching 70 years, does not wish to complete its mandate due to expire in 2011.

It is proposed that the shareholders elect Mr Yves-Thibault de Silguy (see enclosed curriculum vitae) as Director to take over Mr Whitson Sadler mandate. His term of office will expire immediately after the Annual Shareholders' Meeting of May 2011.

- b) Appointment of Mr Yves-Thibault de Silguy 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 2009, chapter 4.3.4.).

It is proposed that the shareholders appoint Mr Yves-Thibault de Silguy as independent Director within the Board of Directors. During its meeting of March 1st, 2010, the Works Council of Solvay S.A. Brussels was informed about it, according to the article 524 of the Code of Companies.

- c) Appointment of a Director to replace Mr Karel Van Miert who died while in office in June 2009.

It is proposed that the shareholders elect Evelyn du Monceau (see enclosed curriculum vitae) as non independent Director to replace Mr Karel Van Miert. Her term of office will expire immediately after the Annual Shareholders' Meeting of May 2013.

- d) Appointment of five Directors to replace Messrs Denis Solvay, Jean Martin Folz, Jean van Zeebroeck, Bernhard Scheuble et Anton van Rossum, 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 Denis Solvay, Mr Jean Martin Folz, Mr Jean van Zeebroeck, Mr Bernhard Scheuble et Mr Anton van Rossum as Directors for a period of four years. Their term of office will expire immediately after the Annual Shareholders' Meeting of May 2014.

- e) Confirmation of the appointment of Mr Jean Martin Folz, Mr Jean van Zeebroeck, Mr Bernhard Scheuble et Mr Anton van Rossum 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 2009, chapter 4.3.4.). With respect to Mr Denis Solvay, the criterion for independence is not fulfilled in the sense of the 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 Jean Martin Folz, Mr Jean van Zeebroeck, Mr Bernhard Scheuble et Mr Anton van Rossum as independent Directors within the Board of Directors.

During its meeting of March 1st, 2010, the Works Council of Solvay S.A. Brussels was informed about it, according to the article 524 of the Code of Companies.

- f) Appointment of Mr Charles Casimir-Lambert and Baron Hervé Coppens d'Eeckenbrugge as independent Directors within the Board of Directors, both filling henceforth the criteria to be considered as independent Directors.

It is proposed that the shareholders appoint Mr Charles Casimir-Lambert and Baron Hervé Coppens d'Eeckenbrugge as independent Directors within the Board of Directors. During its meeting of March 1st, 2010, the Works Council of Solvay S.A. Brussels was informed about it, according to the article 524 of the Code of Companies.

7. External Auditors :

- a) Appointment of an External Auditor to replace the international Audit Company Deloitte – represented by Mr Michel Denayer, of which the representation mandate may not be renewed in accordance with the audit legislation.

It is proposed that the shareholders appoint the international Audit Company Deloitte – represented by Mr Eric Nys (see enclosed curriculum vitae) – as an External Auditor for a three-year period. His term will expire immediately after the Annual Shareholders' Meeting of May 2013. During its meeting of March 1st, the Works Council of Solvay S.A. Brussels the Works Council of Solvay S.A. Brussels was informed about it, according to the article 156 of the Code of Companies.

b) Setting of the annual remuneration of the External Auditor.

It is proposed that the shareholders set the remuneration of the External Auditor, which include statutory audits, the consolidated financial statements and IFRS reporting, to 354,818 EUR for 2010, 351,270 EUR for the year 2011 and 351,270 EUR for year 2012. From fiscal year 2011, the amounts will be increased annually for inflation (index of consumer prices from December to December).

c) Appointment of a substitute External Auditor to replace the international Audit Company Deloitte – represented by Mr Ludo De Keulenaer, who do not wish to renew his mandate.

It is proposed that the shareholders appoint the international Audit Company Deloitte – represented by Mr Frank Verhaegen (see enclosed curriculum vitae) – as a substitute External Auditor for a three-year period. His term will expire immediately after the Annual Shareholders' Meeting of May 2013.

During its meeting of March 29, the Works Council of Solvay S.A. Brussels the Works Council of Solvay S.A. Brussels was informed about it, according to the article 156 of the Code of Companies.

8. Any other business.