

**In order to be valid, the Proxy must be in our possession  
by Wednesday, May 5, 2010 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' Meeting mentioned herebelow, for the purposes of :

A. Representing me at the Ordinary Shareholders' Meeting of the Company, to be held on Tuesday, May 11, 2010 at 2.30 p.m., at 44 rue du Prince Albert, Ixelles-Brussels, Belgium with the following agenda (\*\*):

1. Management Reports on the operations for 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.

FOR                       AGAINST                       ABSTENTION

3. Consolidated accounts for 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 net of Belgian withholding tax, payable as of May 18, 2010.

FOR                       AGAINST                       ABSTENTION

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

It is proposed that the shareholders grant discharge

to the Directors

FOR                       AGAINST                       ABSTENTION

and External Auditor

FOR                       AGAINST                       ABSTENTION

in office during the 2009 fiscal year 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 as Director to take over

Mr Whitson Sadler mandate. His term of office will expire immediately after the Annual Shareholders' Meeting of May 2011.

FOR                       AGAINST                       ABSTENTION

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 1<sup>st</sup>, 2010, the Works Council of Solvay S.A. Brussels was informed about it, according to the article 524 of the Code of Companies.

FOR                       AGAINST                       ABSTENTION

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 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.

FOR                       AGAINST                       ABSTENTION

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                      FOR                       AGAINST                       ABSTENTION

Mr Jean Martin Folz                      FOR                       AGAINST                       ABSTENTION

Mr Jean van Zeebroeck                      FOR                       AGAINST                       ABSTENTION

Mr Bernhard Scheuble                      FOR                       AGAINST                       ABSTENTION

et Mr Anton van Rossum                      FOR                       AGAINST                       ABSTENTION

as Directors for a period of four years. Their term of office will expire immediately after the Annual Shareholders' Meeting of May 2014.

(\*) 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).

- 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	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTENTION	<input type="checkbox"/>
Mr Jean van Zeebroeck	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTENTION	<input type="checkbox"/>
Mr Bernhard Scheuble	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTENTION	<input type="checkbox"/>
et Mr Anton van Rossum	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTENTION	<input type="checkbox"/>

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	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTENTION	<input type="checkbox"/>
and Baron Hervé Coppens d'Eeckenbrugge	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTENTION	<input type="checkbox"/>

as independent Directors within the Board of Directors. During its meeting of March 1<sup>st</sup>, 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 – 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 1<sup>st</sup>, 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.

FOR  AGAINST  ABSTENTION

- 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).

FOR  AGAINST  ABSTENTION

- 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 – 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.

FOR  AGAINST  ABSTENTION

## 8. Any other business.

- B. Take part in every debate on the agenda items for these Meeting, agreeing to any amendments to those agenda, participating in the voting and signing any minutes, the attendance list and other documents.  
 C. Doing all that is necessary in the exercise of this Proxy.  
 D. At the Meeting, 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 \_\_\_\_\_ 2010.

Signature(s) (\*)

(\*) The signature must be preceded by the handwritten words "**Bon pour pouvoir**" ("Power hereby granted").