

**SOLVAY Société Anonyme**  
**Headquarters: 310 rue de Ransbeek, 1120 Bruxelles**  
**Bruxelles, RPM 403.091.220**

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The shareholders are invited to attend :

**the annual general meeting that will take place on Tuesday, May 8, 2012 at 10:30 a.m.,  
rue du Prince Albert 44 at Ixelles-Brussels, with the following agenda:**

AGENDA

1. Management Report on 2011 operations including the Declaration of Corporate Governance and External Auditor's Report.

The Board of directors drew up a management report on operations for the year 2011 – including the Declaration of Corporate Governance – in which all legally required information is disclosed. The Board reviewed the External Auditor's report and issued no special comments in that regard.

2. Approval of compensation report.

It is proposed that the compensation report found in chapter 6 of the Declaration of Corporate Governance be approved.

3. Consolidated accounts for 2011 – External Audit Report on the consolidated accounts.

The consolidated accounts from 2011 were verified and approved by the Board of Directors. The Board reviewed the Auditor's report and issued no comments in that regard.

4. Approval of 2011 annual accounts– Allocation of earnings and setting of dividend.

It is proposed that the meeting approve the annual accounts as well as the distribution of earnings for the year and maintain the gross dividend per entirely liberated share at 3.0667 EUR, or 2.30 EUR net. After deduction of the prepayment of 0.90 EUR net paid on January 19, 2012, the balance of the dividend will amount to 1.40 EUR net, payable as of May 15, 2012.

5. Discharge of liability to be given to Board Members and to the Auditor with regard to the year 2011.

It is proposed that the Board Members and the Auditor active in 2011 be discharged with respect to the operations relating to that fiscal year.

6. Board of Directors:

- a) Nomination of a Board Member to replace Mr. Aloïs Michielsens, who will resign from his seat, in compliance with the age limits.

It is proposed that the meeting designate Mr. Jean-Pierre Clamadieu as a non-independent Board Member, to assume the term left vacant by Mr. Aloïs Michielsens as of May 9, 2012. His term will expire after the annual general meeting in May 2013.

- b) Nomination of a Board Member to replace Mr. Jean-Marie Solvay, who is leaving and eligible for reelection to a new 4-year term.

It is proposed that the meeting reelect Mr. Jean-Marie Solvay as a non-independent Board Member for a term of four years. His term will expire after the annual general meeting in May 2016.

- c) Reduction of number of Board Members from sixteen to fifteen, taking effect after the annual general meeting on May 10, 2012.

It is proposed that the number of Board Members be reduced from sixteen to fifteen taking effect on May 10, 2012 at midnight, since Mr. Jourquin does not wish to complete his term as Board Member, which is set to end in May 2013. No replacement is designated.

- d) Increase of individual directors' fees for the Board, which since 2005 have amounted to 2,500 EUR gross per meeting.

It is proposed that the directors' fees be increased from 2,500 EUR gross to 4,000 EUR gross per meeting of the Board of Directors starting in 2012, with the annual gross compensation for Board Members remaining at 35,000 EUR.

7. Miscellaneous

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To take part in the annual general meeting on May 8, 2012, the shareholders will have to comply with the formalities described below:

- 1) Only those people who are shareholders of Solvay SA as of midnight (Belgian time) on April 24, 2012 (hereafter called the "record date") will have the right to participate in and to vote at the meeting on May 8, 2012, regardless of the number of shares held by the shareholders on the day of the general meeting.

- 2) The owners of registered shares who wish to participate in this meeting will not have to follow specific procedures since the registration of their shares will ensue from their enrolment on the SOLVAY SA shareholder register. They will nonetheless have to indicate their desire to participate in the general meeting by returning the participation notice attached to the notice of meeting. It must reach Solvay SA no later than May 2, 2012, and be returned either by ordinary mail to the address of the corporate headquarters, or by fax, or by electronic mail.

The holders of registered shares who would like to be represented at this meeting will also have to return the proxy form attached to the notice of meeting, duly completed and signed, so that it reaches Solvay SA no later than May 2, 2012 either by ordinary mail to the corporate headquarters, by fax or by electronic mail.

Shareholders who have returned their participation notice as well as a proxy form are allowed to attend the meeting in person, but they cannot vote since their proxy votes will have already been counted in advance.

- 3) The holders of dematerialized shares who wish to participate in this meeting will have to provide a statement from the authorized account holder or from the settlement organization that holds their share account certifying the number of dematerialized shares registered in their name in the accounts of these institutions at the record date and for which they declared the desire to participate in the general meeting. This statement must reach Solvay SA no later than May 2, 2012, and be sent either by ordinary mail to the corporate headquarters, by fax or by electronic mail.

The holders of dematerialized shares who wish to be represented at this meeting will also have to return the proxy form, duly completed and signed, so that it is in possession of Solvay SA no later than May 2, 2012 either by ordinary mail to the corporate headquarters, by fax or by electronic mail.

The proxy form is available at the corporate headquarters, on the Internet site or at the following financial institutions: BNP Paribas Fortis, ING and KBC.

The shareholders who have declared that they wish to participate in the meeting, and have returned their proxy forms, can attend the meeting in person, but will not be able to vote since their proxy votes will have already been counted in advance.

- 4) The designated proxy representative no longer has to be a shareholder of Solvay SA. During the designation of a proxy representative, the shareholder will have to be especially aware of situations of potential conflict of interest between him/herself and the representative (cf. article 547bis §4 of the Code of Companies).
- 5) Under certain conditions, one (or more) shareholder(s) holding (together) at least 3% of the share capital may request that items be added to the agenda and/or submit new proposed resolutions. Any request in this regard must reach Solvay SA no later than April 16, 2012, and be sent, either by ordinary mail to the corporate headquarters, or by fax, or by electronic mail. Should shareholders exercise this right, Solvay, no later than April 23, 2012, will send by mail to the shareholders a final agenda and a completed proxy form and will also make these documents available to the shareholders on the Internet site:  
<http://www.solvay.com/EN/Investors/Corporategovernance/ShareholdersMeetings.aspx>.

After the shareholders have complied with the formalities of admission to the meeting they may submit questions in writing to the Board of Directors on the items shown on the agenda or on the report, as well as to the External Auditor regarding the Audit report. These questions must be received by Solvay SA no later than May 2, 2012, and be sent either by ordinary mail to the corporate headquarters, by fax or by electronic mail.

More detailed information regarding conditions and methods of exercising these rights is available on the Solvay SA Internet site and also in the Guide Concerning the Solvay SA Ordinary General Meeting provided as information. Upon production of a statement by an approved account holder or a settlement organization certifying the number of dematerialized shares registered in the name of the shareholder, each shareholder may obtain a free copy of all the documents related to the meeting on May 8, 2012, including the Shareholders' Guide, either at the corporate headquarters, or at the financial institutions noted above.

- 6) This information, as well as the motions or comments by the Board of Directors regarding items on the agenda that do not require motions and the form that can be used to vote by proxy, is available on the Solvay Internet site.
- 7) Attention is also drawn to the fact that, as was the case last year, the motions for resolutions will be submitted for electronic vote. The proxy votes will be counted in advance and systematically integrated into each point. It should be recalled that one share equals one vote.

It should be noted that in the case of some shareholders of Solvay who are also shareholders of Solvac, they only have to go through the process of signing the attendance lists for Solvay and Solvac one time. A single mailbox will be given them for the meetings of both companies as well as a single smart card indicating, though entirely separately, the number of votes corresponding to the portfolio of shares involved. This of course is being done as a means of simplification and for the shareholder's convenience.

- 8) It should be noted that signatures on the attendance list will begin to be accepted on May 8, starting at 9:00 a.m.

Useful Information:

Shareholders wishing to obtain more information regarding methods of participation in the meeting may contact:

Solvay SA  
Assemblée Générale [General Meeting]  
310, rue de Ransbeek  
1120 Bruxelles

Tel: +32-(0)2.264.37.70

Fax: +32-(0)2.264.37.67

e-mail: [ag.solvay@solvay.com](mailto:ag.solvay@solvay.com)

Internet: <http://www.solvay.com/EN/Investors/Corporategovernance/ShareholdersMeetings.aspx>

Board of Directors