

**In order for it to be valid, SOLVAY SA must be in possession of this proxy
by 2nd May 2012 at the latest**

PROXY

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

First Name :

Last Name :

Address :

or

Name :

Legal form :

Registered office :

Represented here by (first name, last name, address) :

currently holder of _____ dematerialized shares, without par value, of SOLVAY SA, with registered office at 310 Rue de Ransbeek, 1120 Brussels, hereby grant authority, with full power of substitution, to (*)

First Name, Last name :

Address :

in order to :

A. Represent me at the SOLVAY SA ordinary general meeting that will take place on 8th May 2012 at 10:30 am, at the following address: 44 Rue du Prince Albert, 1050 Brussels, and to vote on my behalf on all following agenda items. If you have not given precise instructions as to one or more proposals for decision, that will be considered as a vote in favor of such proposals.

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.
FOR AGAINST ABSTENTION
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.
FOR AGAINST ABSTENTION
5. Discharge to be granted to the Directors and to the External Auditor for the operations of the 2011 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 2011 fiscal year for operations falling within that period.
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.
FOR AGAINST ABSTENTION
 - 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.
FOR AGAINST ABSTENTION
 - 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.
FOR AGAINST ABSTENTION
 - 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.
FOR AGAINST ABSTENTION

(*) A shareholder may only appoint one agent, except for the exceptions stated in article 547b of the Company Code. The agent does not have to be a shareholder. It is not advised that the name of the agent be left blank or to designate as agent the President of the general meeting, an administrator or a relative or spouse of an administrator of SOLVAY SA or any other person who may find themselves in a situation of conflict of interest as given in article 547b, §4 of the Company Code. If you do not designate a proxy holder, Solvay SA will designate one who will represent you at the general meeting and will vote in the way you have indicated.

I acknowledge that I will be represented at the general meeting for the total number of shares registered in my name at the record date, April 24, 2012, at midnight.

If new motions have been added to the shareholders' request in accordance with article 533c of the Company Code, the proxy holder is authorised, according to article 533c, §4, 2 of the Company Code, to diverge from any instructions given by the client should the execution of these instructions risk compromising his/her interests. If new agenda items are added by the shareholders' request, in accordance with article 533c of the Company Code, the proxy holder:

- is authorised to vote (**);
- must abstain (**).

B. Take part in all deliberations concerning agenda items for this meeting, cast all votes and sign all acts, documents, minutes, attendance records and other documents ;

C. To generally carry out all that is required to comply with this mandate, giving advance promise of ratification.

SOLVAY SA must be in receipt of this proxy, duly completed and signed, **by 2nd May 2012 at the latest**. This document may be sent by post to Solvay SA, Assemblée Générale, 310 Rue de Ransbeek, 1120 Brussels, or electronically to the following email address ag.solvay@solvay.com or by fax to +32-(0)2.264.37.67.

Signed at _____, on the _____ 2012.

Signature(s)

the signature must be preceded by the handwritten statement **“Good for proxy”**.