

**GENERAL SHAREHOLDERS' MEETING OF SOLVAY SA**  
**Tuesday, May 14, 2013 at 10:30 p.m.**

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AGENDA

1. Management Report on 2012 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 2012 – including the Declaration of Corporate Governance –, in which all legally required elements are addressed. The Board reviewed the External Auditor's report and issued no special comments in that regard.

2. Approval of compensation report.

It is proposed to approve the compensation report found in chapter 6 of the Declaration of Corporate Governance.

3. Consolidated accounts from 2012 – External Audit Report on the consolidated accounts.

The consolidated accounts from 2012 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 annual accounts from 2012 – Distribution of earnings and setting of dividend.

It is proposed to approve the annual accounts as well as the distribution of earnings for the year and maintain the gross dividend per entirely liberated share at 3.20 EUR, or 2.40 EUR net. After deduction of the prepayment of 0.90 EUR net paid on January 17, 2013, the balance of the dividend will amount to 1.50 EUR net, payable as of May 21, 2013.

5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2012.

It is proposed to discharge the liability of the Board members and the External Auditor working in 2012 for the operations relating to this fiscal year.

6. Board of Directors: Term renewals - Nominations

- a) The terms of the Chevalier Guy de Selliers de Moranville, Mr. Nicolas Boël, Mr. Bernard de Laguiche, the Baron Hervé Coppens d'Eeckenbrugge, Mrs. Evelyn du Monceau and Mr. Jean-Pierre Clamadieu, will expire at the end of this meeting.

It is proposed to reelect the Chevalier Guy de Selliers de Moranville, Mr. Nicolas Boël, Mr. Bernard de Laguiche, the Baron Hervé Coppens d'Eeckenbrugge, Mrs. Evelyn du Monceau and Mr. Jean-Pierre Clamadieu for a four-year term each as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2017.

- b) It is proposed to confirm the designation of the Baron Hervé Coppens d'Eeckenbrugge and Mrs. Evelyn du Monceau as independent Board members on the Board of Directors.

- c) Mr. Jean van Zeebroeck, who has reached the age limit for members, will resign his position as Board member.

The Assembly takes note of the resignation of Mr. van Zeebroeck from his seat on the board and acknowledges that the remainder of his term will not be filled.

- d) It is proposed to designate Mrs. Françoise de Viron (see curriculum vitae attached) as a Board member for a four-year term that will expire at the end of the General Shareholders' Meeting in May 2017.
- e) It is proposed to designate Mrs. Françoise de Viron as an independent Board member on the Board of Directors.
- f) Mrs. Petra Mateos' term expires at the end of the current meeting and she does not wish to stand for reelection.

It is proposed to designate Mrs. Amparo Moraleda (cf. curriculum vitae attached) as a Board member for a four-year term to fill the seat left vacant. Her term will expire at the end of the General Shareholders' Meeting in May 2017.

- g) It is proposed to designate Mrs. Amparo Moraleda as an independent board member on the Board of Directors.

## 7. External Auditor

- a) Term renewal of the External Auditor

The External Auditor's appointment will expire at the end of this Meeting.

It is proposed to renew the term of the audit firm of Deloitte Belgium SCRL, whose headquarters is located at 1831 Diegem, Berkenlaan 8, as External Auditor for the company for a period of three years. The appointment of External Auditor will end at the close of the General Shareholders' Meeting in May 2016. During this period, Deloitte Belgium will be represented by Mr. Eric Nys.

If for any reason the representative of Deloitte Belgium would not be able to fulfill his duties, Deloitte Belgium would be represented by Mr. Frank Verhaegen.

- b) Setting auditors' fees

It is proposed that the meeting approve the annual fees for the Solvay SA External Auditor, that include an audit of the statutory accounts as well as an audit of the Group consolidation, at 1,146,300 EUR.

## 8. Miscellaneous.