

MEMORANDUM FOR THE GENERAL SHAREHOLDERS' MEETING

SOLVAY SA

MAY 14, 2013

I. TIMETABLE – KEY DATES

The next SOLVAY SA General Shareholders' Meeting will take place on Tuesday, **May 14, 2013** at **10:30 a.m.** at the **Palais des Académies, rue Ducale 1 at 1000 Brussels.**

Please find below the key dates prior to this General Shareholders' Meeting:

April 14, 2013 at the latest	→	Convening of the general meeting
April 22, 2013	→	Deadline by which SOLVAY SA must be in receipt of possible agenda items and/or new proposals for resolutions that shareholders holding at least 3% of the capital would want to be included in the agenda
April 29, 2013	→	publication, as such, of the complete agenda and update of the forms for voting by proxy
April 30, 2013 (at midnight)	→	Registration of all shares eligible to participate in the meeting
May 8, 2013	→	final deadline by which SOLVAY SA must be in receipt of the shareholders' documentation stating their intention to attend the meeting
	→	final deadline by which SOLVAY SA must be in receipt of the proxy forms
	→	final deadline for submission to SOLVAY SA of questions that will be put to the Directors or to the External Auditor.

II. PROCEDURES FOR ADMISSION TO THE GENERAL SHAREHOLDERS' MEETING

- Only people who are Solvay SA shareholders on **April 30, 2013** at midnight (**date of registration**) have the right to participate and vote in the General Shareholders' Meeting. The registered shareholders do not have to follow any specific procedures for registration. The registration of their shares will ensue from their enrollment on the SOLVAY SA shareholder register on the registration date.

Holders of dematerialized shares must request a statement from the authorized account holder or from the settlement organization that holds their share account (effectively, in most cases, from their financial institution). This document will state the number of SOLVAY shares registered in the name of the shareholder on April 30, 2013 at midnight, and on which basis the shareholder wishes to participate in the general meeting. This statement will have to be received by SOLVAY SA **no later than May 8, 2013**.

- Any shareholder whose shares are not validly registered may not attend the general meeting and furthermore may not exercise other rights accorded to shareholders (request the addition of new agenda items or propose new resolutions or put questions in writing to the Directors and the External Auditor).
- To be admitted into the meeting, the shareholders must indicate to Solvay their intention to participate in the general meeting by returning their signed and completed **participation notice** by mail to Solvay SA, Assemblée Générale, rue de Ransbeek 310 at 1120 Brussels, or by fax to +32-(0)2.264.37.67 or electronically to the following email address: ag.solvay@solvay.com. The form is attached to the convening notice and is also available on the SOLVAY SA website. The participation notice must be received by SOLVAY SA **no later than May 8, 2013**.

III. PROCEDURES FOR REPRESENTATION BY PROXY AT THE GENERAL MEETING

- As is true for any shareholder attending the meeting in person, a shareholder who wishes to be represented by a proxy holder must follow the procedure of admission to the meeting (point II above).
- The proxy must be established in writing according to the **form** drawn up by the company and **signed** by the shareholder.

The form is attached to the convening notice and is also available on the SOLVAY SA website.

- SOLVAY SA must be in receipt of the signed proxy **at the latest by May 8, 2013**. The proxy may be sent by mail to SOLVAY SA, Assemblée Générale, Rue de Ransbeek, 310 at 1120 Brussels, or by fax to +32-(0)2.264.37.67 or electronically to the following email address: ag.solvay@solvay.com.

The shareholders' attention is especially drawn to the rules applicable to proxy votes in **potential cases of conflict of interest** between a shareholder and the proxy holder he/she has designated (article 547bis, §4 of Code of Companies). This clause is aimed particularly at: the Chairman of the General Assembly, the members of the Board of Directors, the members of the Executive Committee and generally the employees of SOLVAY SA, their spouses or legal partner and their relatives.

- In case of a potential conflict of interest, the law states that:
 - The proxy holder must divulge the exact pertinent facts in order to enable the shareholder to evaluate the risk that the proxy holder may pursue an interest other than that of the shareholder; and
 - The proxy holder will vote on the shareholder's behalf only if he/she has specific instructions regarding each agenda item.
- In practice, SOLVAY SA recommends appointing the chosen proxy holder by name and not appointing an agent who may be liable to find himself or herself in a potential situation of conflict of interest (the Chairman of the General Assembly, the members of the Board of Directors, the members of the Executive Committee and in general the employees of Solvay SA, their spouse or legal partner and their relatives).

If there is no mention of a proxy holder, SOLVAY will appoint as proxy holder Mr. Jacques Lévy-Morelle with power of substitution.

- With regard to voting instructions, SOLVAY SA also recommends that the shareholder check one of the boxes against each agenda item put to a vote. If this is not done for one of the boxes listed on the proxy, or if for any reason the instructions given are not clear, the proxy indicates that the shareholder is presumed having given vote instructions in favor of each proposed resolution.

IV. USEFUL INFORMATION

Shareholders who wish to have more information regarding instructions for participation in the meeting may contact:

- SOLVAY SA
Assemblée Générale [General Shareholders' Meeting]
310, rue de Ransbeek
1120 Brussels
- Tel: +32-(0)2.264.35.73
- Fax: +32-(0)2.264.37.67
- e-mail: ag.solvay@solvay.com
- Internet: <http://www.solvay.com/EN/Investors/Corporategovernance/ShareholdersMeetings.aspx>