

SOLVAY Société Anonyme
Headquarters: 310 rue de Ransbeek at 1120 Brussels
Brussels, RPM 403.091.220

Shareholders are invited to attend:

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

An access map to the meeting site with information for private parking and the use of a shuttle between the "Parking des Deux Portes et le Palais des Académies" is available on the Solvay website.

The agenda is as follows :

AGENDA

1. Management Report on operations for 2012 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 Auditor for operations for the year 2012.

It is proposed to discharge the liability of the Board members and the 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 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 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 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 External Auditor's appointment 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 to set 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.

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To take part in the General Shareholders' Meeting on May 14, 2013, shareholders must follow the procedures described below:

- 1) Only people who are Solvay SA shareholders on April 30, 2013 at midnight (Belgium time) (hereafter called the **registration date**) will have the right to participate and vote in the General Shareholders' Meeting on May 14, 2013, regardless of the number of shares held by the shareholder the day of the meeting.
- 2) Holders of registered shares who wish to participate in this meeting will not have to follow specific procedures to register their shares. The registration of their shares will ensue from their enrollment on the SOLVAY SA shareholder register on the date of registration. They will, however, have to give notice of their desire to attend the meeting by returning the participation notice attached to the convening notice; it must be received by Solvay SA no later than May 8, 2013 and can be returned either by regular mail to the address of the corporate headquarters, or by fax or by electronic mail.

Holders of registered shares who wish to be represented at this meeting will also have to return the completed and signed proxy form attached to this convening notice; it must be received by Solvay SA no later than May 8, 2013 either by regular mail to the address of the corporate headquarters or by fax or by electronic mail.

The shareholders who have declared their desire to participate in the meeting and have returned a proxy form may attend the meeting in person, but without being able to vote since their votes by proxy will have been counted in advance.

- 3) Holders of dematerialized shares who wish to participate in this meeting must request a statement from the authorized account holder or from the settlement organization that holds their share account stating the number of dematerialized shares registered in their name in the books of these institutions on the registration date and for which they have declared a desire to participate in the meeting. This statement will have to be received by Solvay SA no later than May 8, 2013, and sent by regular mail to the address of Solvay's corporate headquarters, or by fax or by electronic mail.

The holders of dematerialized shares who wish to be represented by proxy at this meeting will also have to return a completed and signed proxy form to be received by Solvay SA no later than May 8, 2013 either by regular mail to the address of Solvay's corporate headquarters, or by fax or by electronic mail.

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

The shareholders who have declared their desire to participate in the meeting, by returning their proxy form, can attend the meeting in person, but without, however, being allowed to vote since their votes by proxy will have been counted in advance.

- 4) The designated proxy holder does not necessarily have to be a SOLVAY SA shareholder. The appointment of the proxy holder must be done with special consideration to avoid potential conflicts of interest between the shareholders and the proxy holder (see article 547bis §4 of the Code of Companies). This clause is aimed particularly at the Chairman of the General Shareholders' Meeting, the members of the Board of Directors, the members of the Executive Committee and generally the employees of SOLVAY SA, their spouses or legal partners and their relatives.
- 5) Under some conditions, one (or more) shareholder(s) holding (together) at least 3% of the share capital may request the addition of new items to the agenda and/or submit new motions for a resolution. Solvay SA should receive these requests no later than April 22, 2013, sent either by regular mail to the address of its corporate headquarters, or by fax or by electronic mail. Should certain shareholders exercise this right, Solvay SA will send, no later than April 29, 2013, to shareholders by regular mail a final agenda and a completed proxy form and will also make these documents available on the Internet site: <http://www.solvay.com/EN/Investors/Corporategovernance/ShareholdersMeetings.aspx>.

Shareholders who have complied with the instructions for admission to the meeting may also submit questions in writing to the Board of Directors regarding items on the agenda or its reports, as well as to the External Auditor with regard to his report. These questions must reach Solvay SA no later than May 8, 2013 and be sent either by regular mail to its corporate headquarters or by fax or by electronic mail.

A memorandum indicating key dates and instructions applicable to the meeting is available on the Solvay SA Internet site solely for information purposes. Upon presentation of a statement by an authorized account holder or a settlement organization certifying the number of dematerialized shares registered in the name of the shareholder, each shareholder can obtain a free copy of all the documents related to the meeting on May 14, 2013, either at the corporate headquarters or with the financial organizations mentioned above. All of these documents are also available on the Internet site of Solvay SA.

- 6) Motions for resolution or comments from the Board of Directors on the agenda items that do not require motions are also available on the Solvay Internet site.
- 7) It should be noted that the motions for resolutions will be submitted for electronic vote. Proxy votes will be counted in advance and systematically integrated into each point. It should be recalled that one share is equal to one vote.

It should be noted that if you are also a Solvac shareholder, you will be required to carry out the procedure for signing of attendance lists for Solvay and Solvac only one time. You will receive only one mailbox for the meetings of both companies as well as a single smart card showing, totally separated, the number of votes corresponding to the portfolio of shares involved. This is done for your convenience and simplification.

- 8) Please note that the signatures on the attendance list will begin being accepted as of 9:00 a.m. on May 14

Useful information:

Shareholders who wish to obtain more information regarding methods 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>

The Board of Directors