



SOLVAY

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Solvay Shareholders' meeting

Tuesday May 8, 2018 - Brussels

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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/Dutch text, only the latter is a legally valid document.

Brussels, April 6th 2018

Dear Shareholder,

You are cordially invited to the Ordinary General Meeting. The meeting will take place on Tuesday, May 8, 2018 at 10.30 a.m. at the Solvay Corporate Headquarters rue de Ransbeek 310 at 1120 Brussels.

The agenda for the Ordinary General Meeting as well as the reports and the annual accounts relating to the financial year 2017 are also enclosed.

IF IT IS NOT YOUR INTENTION TO ATTEND THE MEETING OR VOTE BY PROXY

There is no procedure to be completed.

PROCEDURES NECESSARY FOR ATTENDING OR VOTING BY PROXY AT THE SHAREHOLDERS' MEETING ON MAY 8TH, 2018.

1) Holders of registered shares

Admission to the General Shareholders' Meeting involves a twofold procedure: on the one hand, your shares will be submitted to a registration procedure entering them in the account of registered shares of Solvay SA on Tuesday April 24th, 2018 at midnight and, on the other hand, you must confirm your desire to participate in the Shareholders' Meeting.

Only those people who are shareholders of Solvay SA as of midnight (Belgian time) on April 24th, 2018 (hereafter called the "**record date**") will have the right to participate and vote in the meeting on May, 8th 2018, regardless of the number of shares held by the shareholders on the day of the general meeting.

If you wish to attend the meeting, you must sign and date the attached **PARTICIPATION NOTICE** so that it reaches us no later than the sixth day preceding the meeting, which is May 2nd, 2018.

If you do not plan to attend the meeting, you will find attached a **PROXY** form that you may choose to return, **duly completed and signed**. This proxy form will also have to reach us no later than May 2nd, 2018.

We ask that you send us your participation notice and, if you do not plan to attend, the proxy form. If you return the proxy form, you may attend the meeting in person, but without being able to vote since the proxy votes will have been counted in advance.

2) Holders of dematerialized shares

If you plan to attend the meeting, you will have to produce a statement from the authorized account holder or from the settlement organization that holds your share account, certifying the number of dematerialized shares registered in the name of the shareholder on the record date, which is Tuesday April 24th, 2018 at midnight, and for which you have indicated your desire to participate in the general meeting. The statement obtained for registration will have to reach Solvay SA no later than May 2nd, 2018.

For shareholders who would like to be represented at this meeting, proxy forms are available at the company's corporate headquarters and on the Solvay SA Internet site, as well as at the following financial institutions: BNP Paribas Fortis, ING and KBC. The properly **duly completed and signed** proxy forms will also have to reach Solvay SA no later than May 2nd, 2018. The shareholders who

have declared their desire to participate in the meeting, by returning their 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.

These documents may be sent to Solvay SA, either by regular mail to the corporate headquarters, or by fax, or electronically to the e-mail address.

The designated proxy holder does not necessarily need to be a shareholder of Solvay SA. When the proxy holder is designated, the shareholder must be especially careful to avoid any potential conflicts of interest between him/herself 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.

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 16th, 2018 either by regular mail, by fax or by electronic mail. Should certain shareholders exercise this right, Solvay SA will send, no later than April 23th, 2018, to shareholders by regular mail a final agenda and a completed proxy form and will also make these documents available on the Internet site.

If you have complied with the instructions for its admission to the meeting, you may also submit questions in writing to the Board of Directors regarding items on the agenda or report as well as to the Auditor regarding his report. These questions must reach Solvay SA no later than May 2nd, 2018, either by regular mail to the address of its corporate headquarters, or by fax, or by electronic mail.

For complete information, all the documents attached to this convening notice are also posted on the Web site.

We draw your attention to the fact that the motions for resolutions will be submitted for electronic votes. Proxy votes will be counted in advance and systematically recorded for 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 voting box for the meeting of both companies as well as a single smart card showing, totally separately, the number of votes corresponding to the portfolio of shares involved. This is done for your convenience and simplification.

Data Protection

Solvay is responsible for the processing of the personal information that it receives from shareholders and proxyholders in the context of the Meeting in accordance with applicable data privacy laws.

Such information will be used for the purposes of analyzing and administrating the attendance and voting process in connection with the Meeting, as set out in this convening notice, and will be transferred to third parties assisting in the administration of the voting process.

Shareholders and proxyholders may request access to and rectification of the information provided to Solvay by contacting Mrs. Michèle Vervoort, Solvay SA, [310, rue de Ransbeek - 1120 Brussels \(Belgium\)](#) (tel: +32 (0) 2 264 15 32 / e-mail: michele.vervoort@solvay.com).

Finally please note that the signatures on the attendance list will begin being accepted as of 9 : 00 a.m. on May 8th, 2018.

We send you our best regards.

Nicolas Boël
Chairman of the Board of Directors

Useful information :

Solvay SA
Assemblée Générale – General Shareholders' Meeting
310, rue de Ransbeek
1120 Bruxelles
Fax: +32-(0)2.264.37.67
e-mail : ag.solvay@solvay.com
site Internet : <http://www.solvay.com/en/investors/shareholders-meeting/index.html>

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ORDINARY GENERAL SHAREHOLDERS' MEETING

**Rue de Ransbeek 310 – 1120 Brussels
May 8th, 2018 at 10:30 am.**

AGENDA

1. Management Report 2017 including the Declaration of Corporate Governance, External Auditor's Report.
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 2017 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2017 – 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 to set the gross dividend per entirely liberated share at 3.60 EUR. After deduction of the prepayment of dividend at 1.38 EUR gross per share paid on January 18, 2018, the balance of the dividend will amount to 2.22 EUR gross, payable as of May 23, 2018.
5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2017.
It is proposed to discharge the liability of the Board members and the External Auditor in office for the operations relating to 2017 fiscal year.
6. Board of Directors: Term renewals – Nominations
 - a) The terms of Mr. Denis Solvay, Mr. Bernhard Scheuble, Mrs. Rosemary Thorne and Mr. Gilles Michel will expire at the end of this meeting.
 - b) It is proposed to reelect successively Mrs. Rosemary Thorne and Mr. Gilles Michel for a four-year term as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2022.
 - c) It is proposed to confirm the designation of Mrs. Rosemary Thorne and Mr. Gilles Michel as independent Board members on the Board of Directors.
 - d) Mr. Denis Solvay and Mr. Bernhard Scheuble have decided not to request the renewal of their mandate as Board members.
 - e) It is proposed to appoint Mr. Philippe Tournay (see curriculum vitae attached) as a Board member for a period of four years to replace Mr. Denis Solvay. The mandate of Mr. Philippe Tournay will expire at the end of the General Shareholders' Meeting in May 2022.
 - f) It is proposed to designate Mr. Philippe Tournay as an independent Board member on the Board of Directors.
 - g) It is proposed to appoint Mr. Matti Lievonen (see curriculum vitae in annex) as a Board member for a period of four years to replace Mr. Bernhard Scheuble. The mandate of Mr. Matti Lievonen will expire at the end of General Shareholders' Meeting in May 2022.
 - h) It is proposed to designate Mr. Matti Lievonen as an independent Board member on the Board of Directors.
7. It is proposed to increase the annual fees for the Solvay External Auditors from 1.146.000 EUR to 1.181.631 EUR given the extension of its mission following the transfer of the universality of the assets and liabilities of Solvay CICC SA to Solvay SA, and this until the expiring of the current mandate at the Ordinary General Meeting of May 2019.
8. Miscellaneous.



MATTI LIEVONEN

Age: 58 years old

Nationality: Finnish

- **EDUCATION/ QUALIFICATIONS/ PROFESSIONAL AFFILIATIONS**

2008: eMBA, Helsinki University of Technology, Finland

1985: BscEng, Electrical Engineering, Kuopio Institute of Technology, Finland

- **NON-EXECUTIVE ROLES**

- 2017- present:** **FORTUM**
Board Vice Chair, Nomination and Remuneration Committee Chair, Finland
- 2014- present:** **SSAB**
Board Member, Sweden
- 2013- present:** **CHEMICAL INDUSTRY FEDERATION OF FINLAND**
Board Chairman, Finland
- 2012- present:** **ILMARINEN**
Supervisory Board Member, Finland
- 2012- present:** **THE FINNISH FAIR CORPORATION**
Supervisory Board Member, Finland
- 2010- present:** **NATIONAL EMERGENCY SUPPLY AGENCY**
Advisory Board Member, Finland
- 2009- present:** **NYNAS**
Board Member to Chairman, 2014, Sweden
- 2009-present:** **FINNISH QUALITY ASSOCIATION**
Advisory Board Chairman, Finland
- 2010-2014:** **RAUTARUUKKI**
Board Member, Remuneration and HR Committee, Member since 2011, Finland
- 2012-2014:** **CONFEDERATION OF FINNISH INDUSTRIES EK**
Board Member, Finland
- 2011-2012:** **EUROPIA EUROPEAN PETROLEUM INDUSTRY ASSOCIATION**
Board Member (European Petroleum Industry Belgium Association)

2009-2012: **CHEMICAL INDUSTRY FEDERATION OF FINLAND**
Board Member 2009-2010 to Vice Chairman 2010-2012, Finland

2008-2011: **ILMARINEN**
Supervisory Board Member, Finland

2009-2010: **FINNISH OIL AND GAS FEDERATION**
Board Member, Finland

2004-2008: **CONFEDERATION OF EUROPEAN PAPER INDUSTRIES**
Board Member 2004-2006, Board Vice Chairman 2006-2008,
Confederation of European Paper Industries, Belgium

2002-2008: **KESKULABORATORIO KCL- CENTRALLABORATORIUM KCL**
Deputy Board Member, Finland

- **PROFESSIONAL EXPERIENCE**

2015- present: **NESTE CORPORATION**
President & CEO, CET Member, Finland

2008-2015: **NESTE OIL**
President & CEO CET Member, Finland

1997-2008: **UPM-KYMMENE**
2004-2008 President Fine & Specialty Papers Division, CET Member, Finland
2002-2003 EVP, Business and Technology Optimization, Finland
1997-2001 Director, Chappelle Darblay, France

1994-1996: **YHTYNEET PAPERITEHTAAT**
Director, TD Business Unit, Kaipola Mill, Finland

1989-1994: **STRACEL**
1990-1994 Automation Manager, France
1989-1990 Project Manager- Electrification and Automation- Stracel Mill, France

1987-1989: **YHTYNEET PAPERITEHTAAT**
Automation Manager- Tervasaari Mill, Finland

1985-1986: **ABB ASEA BROWN BOVERI**
1985-1986 Project Manager, Electrification & Automation, Finland
1985-1985 Project Engineer, Electrification & Automation, Finland

Philippe Tournay

Avenue de l'Observatoire 7/14

1180 Bruxelles

Philippe.tournay@gmail.com

Born August 27 1959

Curriculum Vitae

- Candidatures en Sciences Economiques ULB 1978-1979
- Military Service 1984, Adjudant
- Licence en Sciences Economiques IAG UCL 1985-1988
- Diplôme en fiscalité Solvay ULB 1993

Professional Experience

1979-1984: Binon & Cie

- Associated in 1980 to develop a new business: Binon & Cie SA (Partner & BOD Member)
- Binon bought a Club SA Franchise bookstore in Charleroi and created a computer store (Apple II, Xerox, first IBM PC sold in Belgium).
- Binon won the tender to manage press distribution in the new Subway of Charleroi.
- AMP SA (Agence & Messagerie de la Presse SA, French Company), who had the monopoly of press distribution, refused to supply Binon. As a result, Binon went to court (Tribunal de Commerce de Bruxelles and European Court of Justice). It was the first breach of the AMP's monopoly (curia.europa.eu/case C-243/83)
- Being very busy in growing Binon's business, I suspended my studies in second year (2nd candidature).
- Resignation from my Administrator functions at Binon & Cie in 1984, during my military service.

1988-1994: Trading Room Financial Products at Belfius.

- Trader on FX & short term interest rates derivatives products at Belfius (ex-Bacob), manager of the Trading Desk after 2 to 3 years.
- In 1993, as market maker, I was asked by Sanwa Bank Belgium to price and take over their loss making portfolio of derivative products on the Belgian Franc at the height of the SME crisis.
- Thanks to this transaction, I was invited in November 1994 by Sanwa Bank Tokyo to take part to the Sanwa International Training Program in Tokyo and gave seminar on the SME.

1995-2002: Treasurer BBVA New York & Head of Financial Market BBVA Asia

- 1995: Following the Sanwa Meeting, I was offered by BBVA Group (Banco Bilbao Vizcaya Argentaria, ex-BBV, one of the two biggest Spanish bank) to join their international network of treasury operations.
- 1996-2001: Treasurer for the North American branches (BBVA New York)
- 2001-2002: Head of Financial Market BBVA Asia (BBVA Hong Kong). In 2001 the Bank of Spain asked Spanish banks to reduce exposure to Latin America and increase investments in Asia. BBVA asked me to evaluate the Asian market opportunities.
- After the Argentina's crisis of 2001/2002, and heavy losses for the bank, BBVA suspended its investments in Asia and proposed me to come to Head Office in Madrid.
- For family reason, and because I wanted to go back to the business life, I resigned and went back to Belgium.

Since 2003: Presa SA Owner & Managing Director

- In 2003 I bought Presa SA; previously subsidiary of the Swedish company Swedot AB.
- Presa is a SME specialized in product coding & identification technologies with up to 30 employees. It has more than 1500 active B2B customers in all sectors, (food, pharma, automotive, extrusion, etc.), SME to multinationals, mainly in Belgium and Luxemburg (www.presa.com).
- Presa more than double its turn-over, with internal and external growth. In 2006 and 2014 Presa took over complementary activities from other Belgian Companies (Businessprint NV & Tendeur Universel NV)
- Presa sold its Customer Flow Management Department to Q-Matic AB Sweden in 2016.

Non-profit Organization

Since 2007: Fondation Tournay Solvay, Vice President

- Two Foundations created by Thérèse Tournay Solvay in 1961: a Senior Residence in Bouillon (Belgium) and a Medical Research Foundation
- 2014: Merge of the two Foundations, new strategy for future developments, and acquisition of a second Senior Residence close to Bouillon (www.fondationtournaysolvay.be).
- 2014-2017: New investment in a modern MRS (Maison de Repos) with more than 140 residents (www.serenia.be); renewing of the original building and construction of a new one.

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

EXPLANATORY NOTE
GENERAL SHAREHOLDERS' MEETING ON TUESDAY MAY 8, 2018

This note was drawn up in application of article 533bis, §2, d) of the Companies Code and contains explanations on each item listed on the agenda for the General Shareholders' Meeting.

For more information on the General Shareholders' Meeting and the applicable procedures, we refer you to the text of the convening notice which can be found on Solvay's internet site.

1. Management Report on operations for 2017 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 2017 – including the Declaration of Corporate Governance --, in which all legally required elements are addressed. The External Auditor has submitted his report without reservation.

The documents are available on the Solvay SA internet site. They were given to the registered shareholders and are also available on request.

This item is for discussion only and does not require adoption of a motion.

2. Approval of the Compensation Report.

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

The Code of Companies requires that the General Shareholders' Meeting approve the compensation report each year by a separate vote. This report describes, among other things, the compensation policy for Board members and members of the Executive Committee and provides information regarding their compensation.

3. Consolidated accounts from 2017 – External Audit Report on the consolidated accounts

The consolidated accounts from 2017 were verified and approved by the Board of Directors. The External Auditor has submitted his report without reservation.

The documents are available on the Solvay internet site. They were given to the registered shareholders and are also available on request.

This item is for discussion only and does not require adoption of a motion.

4. Approval of annual accounts from 2017 – Allocation 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 to set the gross dividend per entirely liberated share at 3.60 EUR. After deduction of the prepayment of dividend at 1.38 EUR gross per share paid on January 18, 2018, the balance of the dividend will amount to 2.22 EUR gross, payable as of May 23, 2018.

A copy of the annual accounts is available on the Solvay internet site. They were given to the registered shareholders and are also available on request.

The Code of Companies requires that the General Shareholders' Meeting approve by a separate vote each year the annual accounts as well as distribution of earnings and setting of the dividend.

5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2017.

It is proposed to discharge the liability of the Board members and to the External Auditor working in 2017 for the operations relating to this fiscal year.

In conformance with the Companies Code, the General Shareholders' Meeting must, after approval of the annual accounts, approve by special vote the discharge of liability for the Board members and for the External Auditor.

6. Board of Directors: Term Renewals – Nomination

- a) The terms of Mr. Denis Solvay, Mr. Bernhard Scheuble, Mrs. Rosemary Thorne and Mr. Gilles Michel will expire at the end of this meeting.
- b) It is proposed to reelect successively Mrs. Rosemary Thorne and Mr. Gilles Michel for a four-year term as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2022.
- c) It is proposed to confirm the designation of Mrs Rosemary Thorne and Mr. Gilles Michel as independent Board members on the Board of Directors.
- d) Mr. Denis Solvay and Mr. Bernhard Scheuble have decided not to request the renewal of their mandate as directors.
- e) It is proposed to appoint Mr. Philippe Tournay (see curriculum vitae attached) as a Director for a period of four years to replace Mr. Denis Solvay. The mandate of Mr. Philippe Tournay will expire at the end of the General Shareholders' Meeting in May 2022.
- f) It is proposed to designate Mr. Philippe Tournay as an independent Board member on the Board of Directors.
- g) It is proposed to appoint Mr Matti Lievonen (see curriculum vitae in annex) as Director for a period of four years to replace Mr Bernhard Scheuble. The mandate of Mr. Matti Lievonen will expire at the end of General Shareholders' Meeting in May 2022.
- h) It is proposed to designate Mr. Matti Lievonen as an independent Board member on the Board of Directors.

Taking into consideration the advice of the Nominations Committee, the Board of Directors recommends adoption of this resolution by the General Shareholders' Meeting.

For more information regarding, Mrs Rosemary Thorne and Mr. Gilles Michel, we refer shareholders to chapter four of the Declaration of Corporate Governance.

7. It is proposed to increase the annual fees for the Solvay External Auditors from 1.146.000 EUR to 1.181.631 EUR given the extension of its mission following the transfer of the universality of the assets and liabilities of Solvay CICC SA to Solvay SA, and this until the expiring of the current mandate at the Ordinary General Meeting of May 2019.
8. Miscellaneous.

**To be valid, this form must be received by SOLVAY SA
no later than Wednesday, May 2, 2018**

PROXY

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I, the undersigned

currently holder of _____ shares of SOLVAY SA, with registered office at 310 Rue de Ransbeek, 1120 Brussels, hereby grant authority, to
First Name, Last name : _____
Address : _____

Or if no name is given, Mr. Alex Dessalle,
each with right of substitution,

NOTE:

A shareholder may only appoint a single person as a proxy holder, other than the exceptions shown in article 547bis of the Companies Code. The proxy holder does not necessarily have to be a shareholder. It is recommended that the shareholder not designate as a proxy the Chairman of the General Shareholders' Meeting, members of the Board of Directors, members of the Executive Committee and in general the employees of Solvay SA, their spouse or legal partner and their relatives, who could pose a conflict of interest according to article 547bis, §4 of the Companies Code.
to

A. Represent me in the SOLVAY SA **Ordinary General Shareholders' Meeting** that will take place on **Tuesday, May 8, 2018 at 10:30 a.m.** at the Solvay Corporate Headquarters rue de Ransbeek 310 at 1120 Brussels and to vote in my name for all the items on the agenda. Lacking specifications on how to vote for one or more of the decisions proposed below or if for any reason the instructions given are not clear, please consider that this is a specific instruction to vote in favor of the proposals of the motions involved.

- 1 Management Report on operations for 2017 including the Declaration of Corporate Governance and External Auditor's Report.
2 Approval of compensation report.

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

FOR AGAINST ABSTAIN

- 3 Consolidated accounts from 2017 – External Audit Report on the consolidated accounts.
4 Approval of annual accounts from 2017 – 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 to set the gross dividend per entirely liberated share at 3.60 EUR. After deduction of the prepayment of dividend at 1.38 EUR gross per share paid on January 18, 2018, the balance of the dividend will amount to 2.22 EUR gross, payable as of May 23, 2018.

FOR AGAINST ABSTAIN

- 5 Discharge of liability to be given to Board members and to the Auditor for operations for the year 2017.
It is proposed to discharge liability

of Board members FOR AGAINST ABSTAIN
and of the External Auditor FOR AGAINST ABSTAIN

working in 2017 for the operations relating to this fiscal year.

- 6 Board of Directors: Term renewals - nominations

a) The terms of Mr. Denis Solvay, Bernhard Scheuble, Mrs Rosemary Thorne and Mr. Gilles Michel, will expire at the end of this General Shareholders' Meeting.

- b) It is proposed to reelect successively

Mrs. Rosemary Thorne FOR AGAINST ABSTAIN
Mr Gilles Michel FOR AGAINST ABSTAIN

each for a four-year term each as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2022.

- c) It is proposed to confirm the nomination of

Mrs Rosemary Thorne FOR AGAINST ABSTAIN
Mr. Gilles Michel FOR AGAINST ABSTAIN

as independent Board members on the Board of Directors.

- d) Mr. Denis Solvay and Mr. Bernhard Scheuble have decided not to request the renewal of their mandate as Board members.

- e) To replace Denis Solvay it is proposed to designate

Mr. Philippe Tournay FOR AGAINST ABSTAIN

as a Board member for a four-year term that will expire at the end of the General Shareholders' Meeting in May 2022.

- f) It is proposed to nominate Mr. Phippe Tournay FOR AGAINST ABSTAIN as an independent Board member on the Board of Directors.
- g) To replace Bernhard Scheuble it is proposed to designate Mr. Matti Lievonon FOR AGAINST ABSTAIN as a Board member for a four-year term that will expire at the end of the General Shareholders' Meeting in May 2022.
- h) It is proposed to nominate Mr. Matti Lievonon FOR AGAINST ABSTAIN as an independent Board member on the Board of Directors.

7 It is proposed to increase the annual fees for the Solvay External Auditors from 1.146.000 EUR to 1.181.631 EUR given the extension of its mission following the transfer of the universality of the assets and liabilities of Solvay CICC SA to Solvay SA, and this until the expiring of the current mandate at the Ordinary General Meeting of May 2019. FOR AGAINST ABSTAIN

8 Miscellaneous

I note that I will be represented at the Ordinary General meeting for the total number of shares registered in my name to the record date, April 24, 2018 at midnight.

If, after the date of this proxy form, proposals for new motions should be added at shareholders' request in compliance with article 533ter of the Companies Code, the proxy holder is authorized, in compliance with article 533ter, §4, al.2 of the Companies Code, to withdraw from any possible instructions given by the shareholder if the execution of these instructions risks compromising the interest of the shareholder.

If, after the date of this proxy form, new subjects are added to the agenda at the request of shareholders in compliance with article 533ter of the Companies Code, the proxy holder:

- is authorized to vote on the new items that would be added to the agenda (*);
- must abstain from voting on the new items that would be added to the agenda (*).

B. to take part in all discussions on the items listed on the agenda for this meeting, to cast all votes, to pass and sign all acts, items, minutes, attendance lists and other documents:

C. in general, do all that is necessary to carry out this proxy, promising ratification in advance.

D. Data Protection

Solvay is responsible for the processing of the personal information that it receives from shareholders and proxyholders in the context of the Meeting in accordance with applicable data privacy laws.

Such information will be used for the purposes of analyzing and administrating the attendance and voting process in connection with the Meeting, as set out in this convening notice, and will be transferred to third parties assisting in the administration of the voting process.

Shareholders and proxyholders may request access to and rectification of the information provided to Solvay by contacting Mrs. Michèle Vervoort, Solvay SA, [310 rue de Ransbeek - 1120 Brussels \(Belgium\)](https://www.solvay.com/locations/belgium) (tel: +32 (0) 2 264 15 32 / e-mail: michele.vervoort@solvay.com).

SOLVAY SA must be in possession of this proxy form, completed and signed, no later than May 2, 2018.

It may be sent by regular mail in the attached envelope, or by electronic mail to the e-mail address: ag.solvay@solvay.com, or by fax at +32-(0)2.264.37.67.

Signed at _____, on _____ 2018.

Signature must be preceded by the notation "Good for Authorization"

 (*) Cross out the option not chosen. If none is crossed out, the proxy holder will have to abstain from voting on the new items added to the agendas.

In order to be admitted to the general meeting on 8th May 2018, SOLVAY SA must be in possession of this notice of attendance by wednesday 2rd May 2018 at the latest

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NOTICE OF ATTENDANCE

I, the undersigned

Owner of the above-described shares in SOLVAY SA on the record date, advise the said company of my intention to attend the Ordinary General Meeting that will be held on Tuesday 8th May 2018 at 10:30 a.m., at the Solvay Corporate Headquarters rue de Ransbeek 310 at 1120 Brussels, with all shares registered at the record date on Tuesday 24th April 2018 at midnight.

Signed at _____, on the _____ 2018.

Signature(s)

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

Shareholders are invited to attend:

the Ordinary General Shareholder Meeting that will take place on Tuesday May 8, 2018, at the Solvay Corporate Headquarters rue de Ransbeek 310 at 1120 Brussels, with the agenda set out below.

Holders of bonds issued by Solvay can also attend the Ordinary General Shareholder Meeting in an advisory capacity.

1. Management Report 2017 including the Declaration of Corporate Governance, External Auditor's Report.
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 2017 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2017 – 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 to set the gross dividend per entirely liberated share at 3.60 EUR. After deduction of the prepayment of dividend at 1.38 EUR gross per share paid on January 18, 2018, the balance of the dividend will amount to 2.22 EUR gross, payable as of May 23, 2018.
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It is proposed to discharge the liability of the Board members and the External Auditor in office for the operations relating to 2017 fiscal year.
6. Board of Directors: Term renewals – Nominations
 - a) The terms of Mr. Denis Solvay, Mr. Bernhard Scheuble, Mrs. Rosemary Thorne and Mr. Gilles Michel will expire at the end of this meeting.
 - b) It is proposed to reelect successively Mrs. Rosemary Thorne and Mr. Gilles Michel for a four-year term as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2022.
 - c) It is proposed to confirm the designation of Mrs Rosemary Thorne and Mr. Gilles Michel as independent Board members on the Board of Directors.
 - d) Mr. Denis Solvay and Mr. Bernhard Scheuble have decided not to request the renewal of their mandate as Board members.
 - e) It is proposed to appoint Mr. Philippe Tournay as a Board member for a period of four years to replace Mr. Denis Solvay. The mandate of Mr. Philippe Tournay will expire at the end of the General Shareholders' Meeting in May 2022.
 - f) It is proposed to designate Mr. Philippe Tournay as an independent Board member on the Board of Directors.
 - g) It is proposed to appoint Mr Matti Lievonen as a Board member for a period of four years to replace Mr Bernhard Scheuble. The mandate of Mr. Matti Lievonen will expire at the end of General Shareholders' Meeting in May 2022.
 - h) It is proposed to designate Mr. Matti Lievonen as an independent Board member on the Board of Directors

7. It is proposed to increase the annual fees for the Solvay External Auditors from 1.146.000 EUR to 1.181.631 EUR given the extension of its mission following the transfer of the universality of the assets and liabilities of Solvay CICC SA to Solvay SA, and this until the expiring of the current mandate at the Ordinary General Meeting of May 2019.
8. Miscellaneous.

To take part in the Ordinary General Shareholders' Meeting on May 8, 2018, shareholders must follow the procedures described below:

- 1) Only people who are Solvay SA shareholders on April 24, 2018 at midnight (Belgium time) (hereafter called the **record date**) will have the right to participate and vote in the General Shareholders' Meeting on May 8, 2018, 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 the 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 record date. They will, however, have to give notice of their desire to attend the meetings by returning the participation notice attached to the convening notice; it must be received by Solvay SA no later than May 2, 2018 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 the 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 2, 2018 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 the 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 record 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 2, 2018, 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 the meeting will also have to return a completed and signed proxy form to be received by Solvay SA no later than May 2, 2018 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 and have returned a proxy form may 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 Companies Code). 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 18, 2018, 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 23, 2018, to shareholders by regular mail a final agenda and a completed proxy form and will also make these documents available on the Internet site.

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 2, 2018 and be sent either by regular mail to its corporate headquarters or by fax or by electronic mail.

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 may obtain a free copy of all the documents related to the meeting on May 8, 2018, 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) Pursuant to article 537 of the Companies Code, holders of bonds issued by Solvay may attend the Ordinary General Shareholder Meeting in an advisory capacity and are subject to the same attendance formalities as those applicable to shareholders.
- 7) 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.
- 8) 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 under 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 voting box for the meeting of both companies as well as a single smart card showing, totally separately, the number of votes corresponding to the portfolio of shares involved. This is done for your convenience and for simplification.

9) Data Protection:

Solvay is responsible for the processing of the personal information that it receives from shareholders and proxyholders in the context of the Meeting in accordance with applicable data privacy laws. Such information will be used for the purposes of analyzing and administrating the attendance and voting process in connection with the Meeting, as set out in this convening notice, and will be transferred to third parties assisting in the administration of the voting process.

Shareholders and proxyholders may request access to and rectification of the information provided to Solvay by contacting Mrs. Michèle Vervoort, Solvay SA, [310, rue de Ransbeek - 1120 Brussels \(Belgium\)](#) (tel: +32 (0) 2 264 15 32 / e-mail: michele.vervoort@solvay.com).

- 10) Please note that the signatures on the attendance list will begin being accepted as of 9:00 a.m. on May 8, 2018.

Useful information :

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1120 Bruxelles
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e-mail : ag.solvay@solvay.com
site Internet : <http://www.solvay.com/en/investors/shareholders-meeting/index.html>