

## 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, to

First Name, Last name :

Address :

Or if no name is given, Mr. Jacques Lévy-Morelle  
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 Code of Companies.

to

A. Represent me in the SOLVAY SA General Shareholders' Meeting that will take place on Tuesday, May 14, 2013 at 10:30 a.m. at the following address: Palais des Académies, rue Ducale 1 at 1000 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 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.  
FOR  AGAINST  ABSTAIN
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.  
FOR  AGAINST  ABSTAIN
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 liability  
of Board members FOR  AGAINST  ABSTAIN   
and of the External Auditor FOR  AGAINST  ABSTAIN   
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 General Shareholders' Meeting.  
It is proposed to reelect successively  
the Chevalier Guy de Selliers de Moranville, FOR  AGAINST  ABSTAIN   
Mr. Nicolas Boël, FOR  AGAINST  ABSTAIN   
Mr. Bernard de Laguiche, FOR  AGAINST  ABSTAIN   
the Baron Hervé Coppens d'Eeckenbrugge, FOR  AGAINST  ABSTAIN   
Mrs. Evelyn du Monceau FOR  AGAINST  ABSTAIN   
and Mr. Jean-Pierre Clamadieu 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 2017.

- b) It is proposed to confirm the designation of Baron Hervé Coppens d'Eeckenbrugge and Mrs. Evelyn du Monceau as independent Board members on the Board of Directors.
- |     |                          |         |                          |         |                          |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
| FOR | <input type="checkbox"/> | AGAINST | <input type="checkbox"/> | ABSTAIN | <input type="checkbox"/> |
| FOR | <input type="checkbox"/> | AGAINST | <input type="checkbox"/> | ABSTAIN | <input type="checkbox"/> |
- c) Mr. Jean van Zeebroeck, who has reached the age limit for members, is resigning 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.
- |     |                          |         |                          |         |                          |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
| FOR | <input type="checkbox"/> | AGAINST | <input type="checkbox"/> | ABSTAIN | <input type="checkbox"/> |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
- e) It is proposed to designate Mrs. Françoise de Viron as an independent Board member on the Board of Directors.
- |     |                          |         |                          |         |                          |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
| FOR | <input type="checkbox"/> | AGAINST | <input type="checkbox"/> | ABSTAIN | <input type="checkbox"/> |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
- 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 Shareholders' Meeting in May 2017.
- |     |                          |         |                          |         |                          |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
| FOR | <input type="checkbox"/> | AGAINST | <input type="checkbox"/> | ABSTAIN | <input type="checkbox"/> |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
- g) It is proposed to designate Mrs. Amparo Moraleda as an independent Board member on the Board of Directors.
- |     |                          |         |                          |         |                          |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
| FOR | <input type="checkbox"/> | AGAINST | <input type="checkbox"/> | ABSTAIN | <input type="checkbox"/> |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
7. External Auditor
- a) Term renewal of the External Auditor  
The term of the External Auditor will expire at the end of this meeting. It is proposed to renew the term of the audit firm 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.
- |     |                          |         |                          |         |                          |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
| FOR | <input type="checkbox"/> | AGAINST | <input type="checkbox"/> | ABSTAIN | <input type="checkbox"/> |
| FOR | <input type="checkbox"/> | AGAINST | <input type="checkbox"/> | ABSTAIN | <input type="checkbox"/> |
- b) Setting auditors' fees  
It is proposed to set the annual fees for the Solvay SA External Auditor, which include an audit of the statutory accounts as well as an audit of the Group consolidation, at 1,146,300 EUR.
- |     |                          |         |                          |         |                          |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
| FOR | <input type="checkbox"/> | AGAINST | <input type="checkbox"/> | ABSTAIN | <input type="checkbox"/> |
|-----|--------------------------|---------|--------------------------|---------|--------------------------|
8. Miscellaneous.

I note that I will be represented at the General Shareholders' Meeting for the total number of shares registered in my name on the registration date, which is April 30, 2013 at midnight.

If, after the date of this proxy form, proposals for new motions would be added at shareholders' request in compliance with article 533ter of the Code of Companies, the proxy holder is authorized, in compliance with article 533ter, §4, al.2 of the Code of Companies, 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 Code of Companies, 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.

SOLVAY SA must be in possession of this proxy form, completed and signed, **no later than May 8, 2013.**

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

Signed at \_\_\_\_\_, on \_\_\_\_\_

2013.

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

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(\*). 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 agenda.