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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 9, 2017, 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 2016 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 2016 – External Audit Report on the consolidated accounts.
4. Approval of annual accounts from 2016 – 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 3.45 EUR. After deduction of the prepayment of dividend at 1.32 EUR gross per share paid on January 18, 2017, the balance of the dividend will amount to 2.13 EUR gross, payable as of May 16, 2017.
5. Discharge of liability to be given to Board members and to the External Auditor for operations for the year 2016.
It is proposed to discharge the liability of the Board members and the External Auditor in office for the operations relating to 2016 fiscal year.
6. Board of Directors: Term renewals - Nomination
 - a) The terms of Mr. Nicolas Boël, Mr. Jean-Pierre Clamadieu, Mr. Bernard de Laguiche, Mr. Hervé Coppens d'Eeckenbrugge and Mrs. Evelyn du Monceau, Françoise de Viron and Amparo Moraleda will expire at the end of this meeting.
 - b) It is proposed to reelect successively Mr. Nicolas Boël, Mr. Jean-Pierre Clamadieu, Mr. Bernard de Laguiche, Mr. Hervé Coppens d'Eeckenbrugge and Mrs. Evelyn du Monceau, Françoise de Viron and Amparo Moraleda for a four-year term as Board members. Their terms will expire at the end of the General Shareholders' Meeting in May 2021.
 - c) It is proposed to confirm the nomination of Mr. Hervé Coppens d'Eeckenbrugge, Mrs. Evelyn du Monceau, Françoise de Viron and Amparo Moraleda as independent Board members on the Board of Directors.
 - d) It is proposed to nominate Mrs. Agnès Lemarchand as a Board member for a four-year term. The term of Mrs. Agnès Lemarchand will expire at the end of the General Shareholders' Meeting in May 2021.
 - e) It is proposed to nominate Mrs. Agnès Lemarchand as an independent Board member on the Board of Directors.

7. Miscellaneous.

To take part in the Ordinary General Shareholders' Meeting on May 9, 2017, shareholders must follow the procedures described below:

- 1) Only people who are Solvay SA shareholders on April 25, 2017 at midnight (Belgium time) (hereafter called the **record date**) will have the right to participate and vote in the General Shareholders' Meeting on May 9, 2017, 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 3, 2017 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 3, 2017 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 3, 2017, 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 3, 2017 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 17, 2017, 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 24, 2017, 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 3, 2017 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 9, 2017, 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) Please note that the signatures on the attendance list will begin being accepted as of 9:00 a.m. on May 9, 2017.

Useful information :

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

The Board of Directors