

This document has been translated for purposes of information only. While every effort has been made to ensure that the English version is a faithful and accurate translation of the French/Dutch text, only the French/Dutch texts qualify as legally valid documents.

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

Solvay SA hereby provides notice to shareholders of the Extraordinary Shareholders' Meeting to be held on Tuesday November 17, 2015 at 2.00 p.m. CET, at **The Square, Mont des Arts, 1000 Brussels.**

The Extraordinary Shareholders' Meeting is convened with the same agenda as for the meeting convened on Friday 23 October, 2015 since the first call did not reach certain quorum requirements. This new Extraordinary Shareholders' Meeting will be able to proceed without quorum requirements (i.e. regardless of the percentage of share capital taking part in the meeting).

AGENDA

I. Special board report of the board of directors drawn up in accordance with Article 604 of the Companies Code relating to the authorized capital

The board of directors set out the specific circumstances in which the authorized capital can be used as well as the intended objectives in a special board report drawn up in accordance with Article 604 of the Companies Code.

The report is available on the Solvay SA website. The report was also provided to the registered shareholders and is available upon request.

This item is for communication only and does not require the adoption of a resolution.

II. Modification to the articles of association

It is proposed to add a new Article *7bis* to the articles of association, which would read as follows:

"In the framework of the acquisition of Cytec industries Inc., the board of directors is authorized to (i) increase the registered capital by contributions in cash that amount to a maximum of EUR 1.5 billion, of which a maximum amount of EUR 1,270,516,995 will be allocated to the account "capital" and the remainder to the account "issuance premium", and (ii) determine all the terms of the capital increase, the issuance of the shares and their placement. This authorization is granted to the board of directors until 31 December 2016 (inclusive) and will expire on the following day if, by that date, the board of directors has not made use of such authorization in full or in part, as the case may be for the amount that has not been used by the board of directors. Any capital increase decided by the board of directors on the basis of this authorization must take place either with statutory preferential subscription right or non-statutory preferential subscription right."

III. Delegation of powers

It is proposed to grant all powers to Jean-Pierre Labroue, Group General Counsel, with right to subdelegate, to coordinate the text of the articles of association and perform all filings, publications and other formalities, in accordance with the decisions made by the shareholders' meeting.

*

To take part in the Extraordinary General Shareholders' Meeting on November 17, 2015, shareholders must follow the procedures described below:

- 1) Only people who are Solvay SA shareholders on November 3, 2015 at midnight (Belgium time) (hereafter called the "**record date**") will have the right to participate and vote in the Shareholders' Meeting on November 17, 2015, regardless of the number of shares held by the shareholder on 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 record date. They will, however, have to give notice of their desire to attend the meeting by returning the participation notice; it must be received by Solvay SA no later than November 11, 2015 and can be returned either by regular mail to the address of the corporate headquarters : Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at +32-(0)2.264.37.67 or by electronic mail at the following address: ag.solvay@solvay.com.

Holders of registered shares who wish to be represented at this meeting will have to return the proxy form, **duly completed and signed**; it must be received by Solvay SA no later than November 11, 2015 either by regular mail to the address of the corporate headquarters : Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at +32 (0)2.264.37.67 or by electronic mail at the following address: ag.solvay@solvay.com.¹

The proxy form and the participation notice are available at the corporate headquarters, on its Internet site <http://www.solvay.com/en/investors/shareholders-meeting/index.html> 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 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 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 November 11, 2015, and sent by regular mail to the address of Solvay's corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at + 32-(0)2.264.37.67 or by electronic mail at the following address: ag.solvay@solvay.com.

The holders of dematerialized shares who wish to be represented by proxy at this meeting will have to return a **duly completed and signed** proxy form to be received by Solvay SA no later than November 11, 2015 either by regular mail to the address of the corporate headquarters : Solvay SA, Assemblée Générale, 310 rue de Ransbeek à 1120 Brussels, or by fax at + 32-(0)2.264.37.67 or by electronic mail at the following address: ag.solvay@solvay.com.²

The proxy form and the participation notice are available at the corporate headquarters, on its Internet site <http://www.solvay.com/en/investors/shareholders-meeting/index.html> 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.

¹ Unless different voting instructions are given, the instructions to vote at the Extraordinary General Shareholders' Meeting of October 23, 2015 will remain valid for this Extraordinary General Shareholders' Meeting.

² See footnote 1.

- 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 547*bis* §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.³
- 5) In accordance with Article 540 of the Companies Code, a time for questions is provided during the shareholders' meeting during which directors will respond to questions addressed to them with respect to their report or the agenda items.

Shareholders may ask questions orally during the shareholders' meeting or may submit written questions in advance of the meeting.

Written questions will only be answered if the shareholder asking them has complied with the above admission conditions in accordance with Article 536 of the Companies Code and if the written questions have been received by Solvay SA at the latest on Wednesday November 11, 2015, either by regular mail to the address of its corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by electronic mail to the e-mail address: ag.solvay@solvay.com.

- 6) In accordance with Article 535 of the Companies Code, shareholders, holders of bonds, subscription rights or certificates issued with the cooperation of Solvay SA, can upon presentation of their security or of a certificate issued by an authorized account holder or a settlement organization certifying the number of dematerialized securities recorded in the name of the security holder, obtain at the headquarters of Solvay SA, i.e. 310 rue de Ransbeek at 1120 Brussels, on business days and during normal office hours or with the financial institutions mentioned above as from the date of publication of this convening notice, free of charge, copies of the documents and reports that relate to this meeting and that must be made available to them pursuant to law, including this convening notice, the agenda and proposed resolutions of the extraordinary shareholders' meeting, the board report on the use and purpose of the authorized capital prepared in accordance with Article 604 of the Belgian Companies Code, the participation notice and the proxy form.

These documents and reports are also available on Solvay SA's website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

- 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.
- 8) Please note that the signatures on the attendance list will begin being accepted as of 12:30 p.m. (Belgian time) on November 17, 2015.

The Board of Directors

³ This list is not exhaustive.



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Sir,
Madam,

We have the honor of inviting you to the Extraordinary General Shareholders' Meeting of Solvay SA which will be held on Tuesday November 17, 2015 at 2.00 p.m. (Belgian time) at **The Square, Brussels Meeting Center, Mont des Arts, 1000 Brussels.**

The Extraordinary Shareholders' Meeting is convened with the same agenda as for the meeting convened on Friday 23 October, 2015 since the first call did not reach certain quorum requirements. This new Extraordinary Shareholders' Meeting will be able to proceed without quorum requirements (i.e. regardless of the percentage of share capital taking part in the meeting).

The agenda of the meeting is attached as a well as a board report on the use and purpose of the authorized capital prepared in accordance with Article 604 of the Belgian Companies Code.

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 EXTRAORDINARY GENERAL SHAREHOLDERS' MEETING ON NOVEMBER 17, 2015

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 November 3, 2015 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 Tuesday November 3, 2015 (hereafter called the "**record date**") will have the right to participate and vote in the meeting on November 17, 2015, 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 Wednesday November 11, 2015.

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 Wednesday November 11, 2015.¹

We ask that you send us your participation notice or, 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 participate 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 November 3, 2015 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 Wednesday November 11, 2015.

¹ Unless different voting instructions are given, the instructions to vote at the Extraordinary General Shareholders' Meeting of October 23, 2015 will remain valid for this Extraordinary General Shareholders' Meeting.

Only those people who are shareholders of Solvay SA as of midnight (Belgian time) on Tuesday November 3, 2015 will have the right to participate and vote in the meeting on November 17, 2015, 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 Wednesday November 11, 2015.

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 Wednesday November 11, 2015.²

We ask that you send us your participation notice or, if you do not plan to attend, the proxy form together with the abovementioned statement from the authorized account holder or from the settlement organization. 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.

* * *

These documents may be sent to Solvay SA, either by regular mail to the corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or electronically to the e-mail address: ag.solvay@solvay.com.

For shareholders who would like to be represented at this meeting, proxy forms are available at the company's corporate headquarters and the company's website : <http://www.solvay.com/en/investors/shareholders-meeting/index.html>, as well as at the following financial institutions: BNP Paribas Fortis, ING and KBC.

The designated proxy holder need not necessarily 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.³

RIGHT TO ASK QUESTIONS

In accordance with Article 540 of the Companies Code, a time for questions is provided during the shareholders' meeting during which directors will respond to questions addressed to them with respect to their report or the agenda items.

Shareholders may ask questions orally during the shareholders' meeting or may submit written questions in advance of the meeting.

Written questions will only be answered if the shareholder asking them has complied with the above admission conditions in accordance with Article 536 of the Companies Code and if the written questions have been received by Solvay SA at the latest on Wednesday November 11, 2015, either by regular mail to the address of its corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, or by fax to +32-(0)2.264.37.67, or by electronic mail to the e-mail address: ag.solvay@solvay.com.

AVAILABILITY OF DOCUMENTS

In accordance with Article 535 of the Companies Code, shareholders, holders of bonds, subscription rights or certificates issued with the cooperation of Solvay SA, can upon presentation of their security or of a certificate issued by an authorized account holder or a settlement organization certifying the number of dematerialized securities recorded in the name of the security holder, obtain at the headquarters of Solvay SA, i.e. 310 rue de Ransbeek at 1120 Brussels, on business days and during normal office hours as from the date of publication of this convening notice, free of charge, copies of the documents and reports that relate to this meeting and that must be made available to them pursuant to law, including this convening notice, the agenda and proposed resolutions of the extraordinary shareholders' meeting, the board report on the use and purpose of the authorized capital prepared in accordance with Article 604 of the Belgian Companies Code, the participation notice and the proxy form.

These documents and reports are also available on Solvay SA's website (<http://www.solvay.com/en/investors/shareholders-meeting/index.html>).

² See footnote 1.

³ This list is not exhaustive.

MISCELLANEOUS

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 votingbox 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.

Finally please note that the signatures on the attendance list will begin being accepted as of 12.30 p.m. (Belgian time).

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 Brussels
Fax: +32-(0)2.264.37.67
E-mail: ag.solvay@solvay.com
Enterprise number : 0403.091.220 (RLE Brussels)
Website: <http://www.solvay.com/en/investors/shareholders-meeting/index.html>

SOLVAY SA

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EXTRAORDINARY SHAREHOLDERS' MEETING November 17, 2015

AGENDA

I. Special board report of the board of directors drawn up in accordance with Article 604 of the Companies Code relating to the authorized capital

The board of directors set out the specific circumstances in which the authorized capital can be used as well as the intended objectives in a special board report drawn up in accordance with Article 604 of the Companies Code.

The report is available on the Solvay SA website. The report was also provided to the registered shareholders and is available upon request.

This item is for communication only and does not require the adoption of a resolution.

II. Modification to the articles of association

It is proposed to add a new Article 7bis to the articles of association, which would read as follows:

"In the framework of the acquisition of Cytec industries Inc., the board of directors is authorized to (i) increase the registered capital by contributions in cash that amount to a maximum of EUR 1.5 billion, of which a maximum amount of EUR 1,270,516,995 will be allocated to the account "capital" and the remainder to the account "issuance premium", and (ii) determine all the terms of the capital increase, the issuance of the shares and their placement. This authorization is granted to the board of directors until 31 December 2016 (inclusive) and will expire on the following day if, by that date, the board of directors has not made use of such authorization in full or in part, as the case may be for the amount that has not been used by the board of directors. Any capital increase decided by the board of directors on the basis of this authorization must take place either with statutory preferential subscription right or non-statutory preferential subscription right."

III. Delegation of powers

It is proposed to grant all powers to Jean-Pierre Labroue, Group General Counsel, with right to subdelegate, to coordinate the text of the articles of association and perform all filings, publications and other formalities, in accordance with the decisions made by the shareholders' meeting.

Solvay

**Société anonyme
Rue de Ransbeek 310
1120 Neder-Over-Heembeek
RPR Brussels
VAT: BE 0403.091.220**

SPECIAL REPORT BY THE BOARD OF DIRECTORS ON THE AWARD AND PURPOSE OF THE AUTHORIZED CAPITAL

drawn up in accordance with Article 604 of the Belgian Companies Code

Dear shareholders,

In accordance with Article 604 of the Belgian Companies Code, we are pleased to present to you our report on the proposal that will be made to the extraordinary shareholders' meeting which will be held on 23 October 2015 or, in case that the quorum of 50% of the shares present or represented at the meeting is not met, on 17 November 2015, to grant to the board of directors the authorization to increase the share capital of Solvay SA by contribution in cash for a maximum amount of EUR 1.5 billion, of which a maximum amount of EUR 1,270,516,995 will be allocated to the account "capital" and the remainder to the unavailable account "issuance premium", in the framework of the acquisition of Cytec Industries Inc. ("**Cytec**").

The board of directors proposes that this specific authorization be granted until 31 December 2016 (inclusive) and expires on the following day if, by that date, the board of directors has not made use of such authorization in full or in part, as the case may be for the amount that has not been used by the board of directors.

Any capital increase resolved upon on the basis of this authorization shall take place either with statutory or non-statutory preferential subscription right as set out below.

1 Purpose of the authorized capital

The board of directors proposes to the shareholders' meeting to grant it the authorization to increase the share capital of the company with a view to financing or refinancing the acquisition of Cytec.

On 29 July 2015, Solvay SA has entered into a definitive merger agreement to acquire Cytec, which is currently listed on the New York Stock Exchange, for USD 75.25 per share in cash. The total cash consideration amounts to USD 5.5 billion, corresponding to an enterprise value of USD 6.4 billion. The acquisition of Cytec, a major player in composite materials and the mining chemical business, marks a major step change in Solvay's portfolio upgrade.

Headquartered in New Jersey, USA, Cytec provides high-performance and value-added solutions, and is recognized by its customers as a successful innovator. In the fast-growing composite materials sector, which represents two thirds of its sales, its principal market is structures for aircrafts. It is also developing new technological applications for composites in automotive and furthermore it is the leader in tailored specialty chemical formulations to enhance mining separation processes.

Cytec generated sales of USD 2 billion and a 20% REBITDA margin in 2014, and has 4,600 employees across the globe. It sources almost half of its sales from North America, nearly a third from Europe, Middle-East and Africa and the remainder from Asia Pacific and Latin America.

Following the acquisition of Cytec the Solvay group will become the world's second biggest player in the industry of composite materials in the aerospace sector. This acquisition will underpin the growth of the Advanced Materials segment in the lightweighting sector and reinforce the Advanced Formulations sector by incorporating to it the world leader in the mining chemical business.

This acquisition will be structured as a cash merger subject to US law between Cytec and a US subsidiary of Solvay. The merger is subject to customary closing conditions, notably regulatory approvals and Cytec shareholders' approval. The transaction is expected to close in the fourth quarter of 2015.

The acquisition was unanimously recommended by the boards of directors of Cytec and Solvay SA.

A committed bridge financing has been arranged for the acquisition. Solvay SA intends to fund such acquisition with (i) a capital increase of approximately EUR 1.5 billion, including the issuance premium, (ii) the issue of hybrid bonds and other bonds . The intended financing structure will help Solvay SA maintain its financial flexibility and strengthen its capital structure.

The authorization requested from the shareholders' meeting relates to the contemplated capital increase by issuance of new shares. By virtue of this authorization, the board of directors will be able to use the authorized capital within the limits set out in this report, in order to proceed with such capital increase. Using authorized capital allows for increased flexibility in the preparation and launch of a capital increase and allows for a swift execution while accounting for potential fluctuations in the financial markets and opportunities that will arise in the interest of the company. This mechanism will also allow the board of directors to decide to increase the capital at the most appropriate time in light of the closing of the acquisition of Cytec. The proceeds of the capital increase that will be resolved upon and implemented by the board of directors in accordance with the requested authorization shall be exclusively used in the framework of the financing or refinancing of the acquisition of Cytec. To that end, the requested authorization will be granted to the board of directors until 31 December 2016 (inclusive).

2 Parameters of the authorized capital

The board of directors proposes that the extraordinary shareholders' meeting grants it authorization to (i) increase the share capital by contribution in cash for a maximum amount of EUR 1.5 billion, of which a maximum amount of EUR 1,270,516,995 (corresponding to the amount of the existing capital) will be allocated to the account "capital" and the remainder to the unavailable account "issuance premium", and (ii) to determine all the terms of the capital increase, the issuance of the shares and their placement.

The exact amount of the capital increase, the issue price and the number of new shares to be issued will be determined by the board of directors at the time of the decision to increase the capital, assisted by its financial advisers-banks, on the basis of usual factors, including the state of the financial markets at the time of the capital increase, within the limits of the authorization requested to the shareholders' meeting and by observing the corporate interest.

The total amount of the contributions in the framework of the capital increase (i) shall be allocated to the account "capital" for an amount equal to the number of new shares multiplied by the par value of the existing shares (i.e. EUR 15), and (ii) the remainder shall be allocated to the unavailable account "issuance premium". This account will constitute, as the capital, a guarantee to third parties and can only be cancelled or reduced by a decision of the shareholders' meeting taken in accordance with the conditions and formalities set out by the law and the articles of association for a capital decrease. The maximum amount that shall be allocated to the share capital corresponds to the maximum amount authorized by the Belgian Companies Code authorizing the doubling of the existing capital.

This authorization will take effect as from the date of publication in the Annexes to the Belgian State Gazette of an excerpt of the decision of the extraordinary shareholders' meeting resolving on the authorized capital and the corresponding change to the articles of association. The authorization shall be granted to the board of directors until 31 December 2016 (inclusive) and shall expire on the following day if, by that date, the board of directors has not made use of such authorization in full or in part, as the case may be for the amount that has not been used by the board of directors.

Any capital increase decided by the board of directors on the basis of the present authorization must take place either within the framework of the statutory preferential subscription right provided for by Article 596 of the Belgian Companies Code or with the cancellation of this statutory preferential subscription right but with the introduction of a non-statutory preferential subscription right. In any case, this statutory or non-statutory preferential subscription right could be exercised by all shareholders (or by the transferees of such preferential subscription rights) during a subscription period with subscription rights, subject to the application, or the compliance with, the restrictions in certain jurisdictions relating to public offers of securities or preferential subscriptions rights.

The main characteristic of the non-statutory preferential subscription right compared to the statutory preferential subscription right is that, in the framework of the non-statutory preferential subscription right, the subscription period can be shorter than the legal minimum of 15 calendar days. This allows for increased flexibility, it being understood that the board of directors will in any case ensure that a subscription period of a reasonable duration will be provided for in accordance with market practices. Furthermore, in case a

non-statutory preferential subscription right is being used, the terms of Article 596 of the Belgian Companies Code relating to the limitation or cancellation of the statutory preferential subscription right will be followed, namely the drawing up of a special report by the board of directors and a report by the auditor.

In accordance with Article 608 of the Belgian Companies Code, the annual report of the board of directors will contain a discussion of the capital increase carried out in the framework of the authorized capital.

As stated above, the proceeds of the capital increase shall be used by Solvay SA exclusively in the framework of the financing or refinancing of the acquisition of Cytec.

3 Corresponding amendment to the articles of association

In case the extraordinary shareholders' meeting grants to the board of directors the authorization described above, the articles of association will be modified by the inclusion of a new Article 7bis, which would read as follows:

"In the framework of the acquisition of Cytec industries Inc., the board of directors is authorized to (i) increase the registered capital by contributions in cash that amount to a maximum of EUR 1.5 billion, of which a maximum amount of EUR 1,270,516,995 will be allocated to the account "capital" and the remainder to the account "issuance premium", and (ii) determine all the terms of the capital increase, the issuance of the shares and their placement. This authorization is granted to the board of directors until 31 December 2016 (inclusive) and will expire on the following day if, by that date, the board of directors has not made use of such authorization in full or in part, as the case may be for the amount that has not been used by the board of directors. Any capital increase decided by the board of directors on the basis of this authorization must take place either with statutory preferential subscription right or non-statutory preferential subscription right."

* *
*

In view of the above, we propose that you grant the authorisation for the board of directors to increase the share capital within the conditions stated above.

22 September 2015.

For the board of directors,

**In order to be admitted to the extraordinary general meeting on November 17, 2015,
Solvay SA must be in possession of this notice of attendance
by November 11, 2015 at the latest**

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NOTICE OF ATTENDANCE

I, the undersigned

Legal entities must specify the name, first name(s) and capacity of the physical person(s) who sign(s) this notice of attendance on their behalf. If the undersigned is not a physical person who executes this notice of attendance himself/herself, the signatory hereby declares and warrants to Solvay SA to have full authority to execute this notice of attendance on behalf of the undersigned.

owner of _____ shares in Solvay SA on the record date,

advise Solvay SA of my intention to attend the Extraordinary General Shareholders' Meeting of Solvay SA that will be held on Tuesday November 17, 2015 from 2.00 p.m. (Belgian time), at The Square, Brussels Meeting Center, Mont des Arts, 1000 Brussels, with the total number of shares registered in my name on the record date, which is Tuesday November 3, 2015 at midnight.

Signed at _____, on the _____ 2015.

Signature(s)

P R O X Y

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I the undersigned

Legal entities must specify the name, first name(s) and capacity of the physical person(s) who sign(s) this proxy form on their behalf. If the undersigned is not a physical person who executes this proxy form himself/herself, the signatory hereby declares and warrants to Solvay SA to have full authority to execute this shareholder proxy form on behalf of the undersigned.

holder of _____ shares, on the record date, 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 Levy 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 does 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, which could result in a conflict of interest according to article 547bis, §4 of the Companies Code.¹

This proxy is irrevocable. Holders of shares who granted a proxy may still attend the General Shareholders' Meeting but will not be permitted to vote in person.

to

- A. Represent me in the Solvay SA Extraordinary General Shareholders' Meeting that will take place on Tuesday November 17, 2015 at 2.00 p.m. (Belgian time) at the Square, Meeting Center, Mont des Arts 1000 Brussels and to vote in my name for all the items on the agenda.² 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.

I. Special board report of the board of directors drawn up in accordance with Article 604 of the Companies Code relating to the authorized capital

II. Modification to the articles of association

It is proposed to add a new Article 7bis to the articles of association, which would read as follows:

"In the framework of the acquisition of Cytec industries Inc., the board of directors is authorized to (i) increase the registered capital by contributions in cash that amount to a maximum of EUR 1.5 billion, of which a maximum amount of EUR 1,270,516,995 will be allocated to the account "capital" and the remainder to the account "issuance premium", and (ii) determine all the terms of the capital increase, the issuance of the shares and their placement. This authorization is granted to the board of directors until 31 December 2016 (inclusive) and will expire on the following day if, by that date, the board of directors has not made use of such authorization in full or in part, as the case may be for the amount that has not been used by the board of directors. Any capital increase decided by the board of directors on the basis of this authorization must take place either with statutory preferential subscription right or non-statutory preferential subscription right."

FOR AGAINST ABSTAIN

¹ This list is not exhaustive.

² Unless different voting instructions are given, the instructions to vote at the Extraordinary General Shareholders' Meeting of October 23, 2015 will remain valid for this Extraordinary General Shareholders' Meeting.

III. Delegation of powers

It is proposed to grant all powers to Jean-Pierre Labroue, Group General Counsel, with right to subdelegate, to coordinate the text of the articles of association and perform all filings, publications and other formalities, in accordance with the decisions made by the shareholders' meeting.

FOR AGAINST ABSTAIN

I note that I will be represented at the Extraordinary General Shareholders' Meeting for the total number of shares registered in my name on the record date, which is Tuesday November 3, 2015 at midnight.

- 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 deeds, 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 November 11, 2015.**

Shareholders who want to be represented by a proxy holder at the General Shareholders' Meeting must in addition comply with the registration and confirmation procedure set out in Article 536 of the Companies Code and as described in the convening notice to this General Shareholders' Meeting.

This proxy form can be sent by regular mail to the corporate headquarters: Solvay SA, Assemblée Générale, 310 rue de Ransbeek at 1120 Brussels, 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 _____ 2015.

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