

**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.**

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

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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 :**

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](mailto:ag.solvay@solvay.com)  
site Internet : <http://www.solvay.com/en/investors/shareholders-meeting/index.html>

The Board of Directors



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Brussels, April 7<sup>th</sup> 2017

Dear Shareholder,

You are cordially invited to the Ordinary General Meeting. The meeting will take place on Tuesday, May 9, 2017 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 2016 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 9<sup>TH</sup>, 2017.**

**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 25<sup>th</sup>, 2017 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 25<sup>th</sup>, 2017 (hereafter called the "**record date**") will have the right to participate and vote in the meeting on May, 9<sup>th</sup> 2017, 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 3<sup>rd</sup>, 2017.

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 3<sup>rd</sup>, 2017.

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 25<sup>th</sup>, 2017 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 3<sup>rd</sup>, 2017.

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 3<sup>rd</sup>, 2017. 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 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.

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<sup>th</sup>, 2017 either by regular mail, by fax or by electronic mail. Should certain shareholders exercise this right, Solvay SA will send, no later than April 24<sup>th</sup>, 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.

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 3<sup>rd</sup>, 2017, 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 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 9 : 00 a.m. on May 9<sup>th</sup>, 2017.

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](mailto:ag.solvay@solvay.com)  
site Internet : <http://www.solvay.com/en/investors/shareholders-meeting/index.html>

**ORDINARY GENERAL SHAREHOLDERS' MEETING**  
**May, 9<sup>th</sup>, 2017 at 10:30 a.m.**  
**Rue de Ransbeek 310 – 1120 Brussels**

**AGENDA**

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 (see curriculum vitae attached) 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.

# CURRICULUM VITAE

## AGNES LEMARCHAND

Birth date : 29 December 1954  
Nationality : France

### EDUCATION

ENSCP (Ecole Nationale Supérieure de Chimie de Paris), Engineering Degree  
MIT, Assistant Professor in the Mathematics Department  
MIT, Boston, USA, MSc in Biochemical Engineering  
INSEAD, MBA program, Fontainebleau, France

### PROFESSIONAL ACTIVITIES

1980-1983: Rhône-Poulenc Health Sector, Process engineer and Production manager  
1984-1986: Rhône-Poulenc Health Sector, Strategy Department, Strategy Director  
1986-1990: IBF Biotechnics, CEO, Baltimore, USA  
1990-1991: Rhône-Poulenc Fiber and Polymer Division, Advisor to the CEO and Vice President Strategy  
1991-1997: Prodical, CEO, Poissy, France  
1997-1999: Lafarge Matériaux de Spécialités, Vice Chairman Strategy, Paris, France  
1999-2004: Lafarge Chaux, Chairman and CEO, Paris, France  
2004-2014: Steetley Dolomite Limited, Executive Chairman, Nottingham, UK

### OTHER FUNCTIONS

Member of the Board of Directors of BioMérieux, member of the Audit Committee  
Member of the Board of Directors of Saint-Gobain, member of the Audit Committee  
Member of the Board of Directors of CGG, member of the Audit Committee and of the Appointment and Remuneration Committee (ARC)  
Founder and Chairman of Orchard  
Member of the Advisory Board of Paris Business Angels  
Member of the KPMG think tank on Governance

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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 9, 2017

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 2016 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 2016 – 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 2016 – External Audit Report on the consolidated accounts

The consolidated accounts from 2016 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 2016 – 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 3.45 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.

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 2016.

It is proposed to discharge the liability of the Board members and to the External Auditor working in 2016 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. 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 (see curriculum vitae attached) 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.

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, 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, we refer shareholders to chapter four of the Declaration of Corporate Governance.

7. Miscellaneous.

**In order to be admitted to the general meeting on 9<sup>th</sup> May 2017,  
SOLVAY SA must be in possession of this notice of attendance  
by wednesday 3<sup>rd</sup> May 2017 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 9<sup>th</sup> May 2017 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 25<sup>th</sup> April 2017 at midnight.

Signed at \_\_\_\_\_, on the \_\_\_\_\_ 2017.

Signature(s)

To be valid, this form must be received by SOLVAY SA  
no later than Wednesday, May 3, 2017

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. 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 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 9, 2017 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 2016 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 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.

FOR  AGAINST  ABSTAIN

5 Discharge of liability to be given to Board members and to the Auditor for operations for the year 2016.

It is proposed to discharge liability

of Board members

FOR  AGAINST  ABSTAIN

and of the External Auditor

FOR  AGAINST  ABSTAIN

working in 2016 for the operations relating to this 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 et Amparo Moraleda, will expire at the end of this General Shareholders' Meeting.

b) It is proposed to reelect successively

Mr. Nicolas Boël	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
Mr. Jean-Pierre Clamadieu	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
Mr. Bernard de Laguiche,	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
Mr. Hervé Coppens d'Eeckenbrugge,	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
Mrs. Evelyn du Monceau	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
Mrs. Françoise de Viron	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>
Mrs. Amparo Moraleda	FOR	<input type="checkbox"/>	AGAINST	<input type="checkbox"/>	ABSTAIN	<input type="checkbox"/>

each for a four-year term each 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 FOR  AGAINST  ABSTAIN   
 Mrs. Evelyn du Monceau FOR  AGAINST  ABSTAIN   
 Mrs. Françoise de Viron FOR  AGAINST  ABSTAIN   
 Mrs. Amparo Moraleda FOR  AGAINST  ABSTAIN   
 as independent Board members on the Board of Directors.
- d) It is proposed to nominate  
 Mrs. Agnès Lemarchand 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 2021.
- e) It is proposed to nominate  
 Mrs. Agnès Lemarchand FOR  AGAINST  ABSTAIN   
 as an independent Board member on the Board of Directors.

## 7 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 25, 2017 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.

SOLVAY SA must be in possession of this proxy form, **completed and signed, no later than May 3, 2017.**

It may 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 \_\_\_\_\_ 2017.

**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 agendas.