

SOLVAY SA

INTERNAL PROCEDURES FOR THE COMPENSATION COMMITTEE

I. COMPOSITION OF THE COMPENSATION COMMITTEE

1. *Number of members – Duration of terms*

The Compensation Committee is composed of six members.

The Compensation Committee members are named for a term of two years, renewable.

2. *Designation of members*

The Compensation Committee members are named by the Board of Directors from among the non-executive Board members, from a proposal by the Chairman of the Board of Directors. An opinion from the Nominations Committee is requested beforehand.

The Chairman of the Board of Directors is an ex post facto member of the Compensation Committee.

The majority of the members of the Compensation Committee are independent Board members as defined in 526ter of the Code of Companies.

The members of the Compensation Committee are qualified in the field of compensation policy.

3. *Chairman*

The Chairman of the Board of Directors presides over the Compensation Committee.

Without prejudice to the other duties incumbent upon him/her, the Chairman:

- Convenes and presides over the Compensation Committee meetings;
- Sets the agenda for the Compensation Committee and ensures proper execution of the procedures linked to preparation, deliberation and approval of the resolutions;
- Ensures that the Compensation Committee members receive, in a timely manner, all of the information and documents necessary so that the Compensation Committee can make decisions with full knowledge of the facts.

4. *Secretary*

The role of secretary of the Compensation Committee is filled by the Company's Corporate Secretary.

It is the responsibility of the Corporate Secretary, under the supervision of the Chairman,

- To organize the Compensation Committee meetings, send out invitations, agenda and the file containing the point-by-point information necessary for decision-making;
- To draw up the minutes of the Compensation Committee meetings and to prepare the report for the Board of Directors.

II. ROLE AND MISSIONS OF THE COMPENSATION COMMITTEE

The Compensation Committee is a consultative body; it reports to the Board of Directors, which makes the decisions.

Without prejudice to the legal missions of the Board of Directors, the Compensation Committee fulfills the missions assigned to it as defined in article 526quater, § 5 of the Companies Code.

In particular, it advises the Board of Directors on the policy and level of compensation for the members of the Board of Directors, the Executive Committee and the General Managers of Solvay SA.

It also gives advice to the Board of Directors and/or the Executive Committee on the primary policies of the Group in terms of compensation and other benefits.

It also prepares the annual report on compensation that is inserted by the Board of Directors into the Declaration of Governance of the Company and comments on it at the Annual General Shareholders' Meeting.

It is also competent to address any question raised by the Chairman of the Board of Directors.

III. FUNCTIONING OF THE COMPENSATION COMMITTEE

1. Frequency of meetings – Agenda - Invitations

The Compensation Committee meets at least two times per year and any time the interest of the Company requires it.

The agenda of the meetings is set by the Chairman, taking into account the proposals sent to him/her by the Board of Directors and the Chairman of the Executive Committee.

The Secretary sends the invitations to the members of the Compensation Committee, as well as the agenda and the file containing the point-by-point information needed for decision-making.

These documents and information are sent to the Compensation Committee members by e-mail or regular mail, depending on the most appropriate methods with regard to the volume of documents to be communicated.

The Secretary sends the invitations and documents and information related to the agenda items at least six (6) days before the meeting, except in emergency cases, specifically identified in the minutes of the meeting.

The invitation will specify the time and place of the meeting, as well as its agenda.

2. Attendance and Functioning

The Chairman of the Executive Committee attends the Compensation Committee meetings, except those that concern him/her personally. He/she has a consultative role when dealing with compensation for other members of the Executive Committee and General Managers.

The Compensation Committee will invite the Group's General Manager – Human Resources to the meetings.

The Compensation Committee may invite to its meetings any person whose presence would be useful.

The members of the Compensation Committee may attend the Compensation Committee meetings by teleconference. They will be considered present at the meeting.

3. Quorum

The Compensation Committee may validly deliberate only if at least one-half of its members are present.

4. Voting and Majority

The advice given by the Compensation Committee and the recommendations made are approved by simple majority of votes. In case of a tie, the Chairman shall have a casting vote.

5. Minutes

The minutes of the Compensation Committee meetings are drawn up by the Secretary who submits them to the Chairman and, after his/her approval, to all members of the Compensation Committee.

The Chairman of the Compensation Committee and the Secretary may deliver certified extracts.

IV. REPORTING TO THE BOARD OF DIRECTORS

The Compensation Committee reports regularly to the Board of Directors with regard to its missions and gives, if need be, its recommendations, after each of its meetings.

V. COMPENSATION OF THE COMPENSATION COMMITTEE MEMBERS

Except for the Chairman of the Board of Directors, the Chairman of the Executive Committee and the executive Board members who do not receive compensation in this way, the members of the Compensation Committee earn an allowance for each of the Committee meetings, which corresponds to 2,500 Euro gross, with the understanding that a Board member who is on both the Compensation Committee and the Nominations Committee will not receive double compensation.

VI. EVALUATION

The Compensation Committee regularly (at least every two or three years) reexamines its internal procedures, evaluates its own effectiveness and recommends to the Board of Directors any adjustments deemed necessary.

In the framework of evaluation of the Board of Directors, the Board regularly proceeds (at least every three years) with an evaluation of the Compensation Committee and its functioning and composition.

The recommendations to the Board of Directors resulting from this evaluation are decided upon by the Board and implemented by the Compensation Committee.