

SOLVAY SA

INTERNAL PROCEDURES FOR THE NOMINATIONS COMMITTEE

I. COMPOSITION OF THE NOMINATIONS COMMITTEE

1. Number of Members – Duration of Terms

The Nominations Committee is composed of six members.

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

2. Designation of Members

The members of the Nominations Committee are named by the Board of Directors, from a proposal by the Chairman of the Board of Directors.

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

The Nominations Committee comprises a majority of non-executive independent Board members as defined in article 526ter of the Code of Companies.

3. Chairman

The Nominations Committee proposes the designation of its Chairman to the Board of Directors.

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

- Convenes and presides over the Nominations Committee meetings, except when called upon to decide on the designation of his/her successor as Chairman of the Committee. In this case, the meeting will be presided over by the most senior member of the Committee;
- Sets the agenda for the Nominations Committee meeting and ensures the proper implementation of the procedures linked to preparation, deliberation and approval of resolutions;
- Ensures that the members of the Nominations Committee receive, in a timely manner, all of the information and documents necessary so that the Nominations Committee can make decisions with full knowledge of the facts;

4. Secretary

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

It is incumbent on the Corporate Secretary, under the supervision of the Chairman,

- To organize the meetings of the Nominations Committee, and to send the invitations, agenda and file containing the point-by-point information necessary for decision-making;
- To draw up the minutes of the Nominations Committee meetings, to submit the draft to the Chairman and to prepare reports for the Board of Directors;

II. ROLE AND MISSIONS OF THE NOMINATIONS COMMITTEE

The Nominations Committee is a consultative body; it reports to the Board of Directors, which reserves to itself decision-making power.

The missions of the Nominations Committee are without prejudice to the legal missions of the Board of Directors.

The Nominations Committee gives its recommendations and examines proposals made by parties concerned with the subject of nominations to the Board of Directors (Chairmanship, new members, member term renewals and Committee chairs), the Executive Committee (chair and members) as well as General Manager functions.

In addition, the Nominations Committee

- Determines the procedures for nominations to executive and non-executive Board member positions and for Committee memberships;
- Periodically evaluates the size and composition of the Board of Directors and submits its recommendations to the Board of Directors for possible modifications;
- Identifies and proposes to the Board of Directors for approval candidates for vacant positions that need to be filled;
- Gives advice on proposals for nominations coming from shareholders;
- Ensures that the process for nomination and reelection of the people referenced above is organized objectively and professionally.

III. FUNCTIONING OF THE NOMINATIONS COMMITTEE

1. Frequency and Schedule of Meetings

The Nominations Committee will meet at least two times per year and any other time as required by the interests of the Company.

The agenda for the meetings is set by the Chairman, taking into account proposals sent to him/her by the Board of Directors;

The Corporate Secretary sends the invitations to the members of the Nominations 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 members of the Audit Committee by e-mail or regular mail, depending on the most appropriate methods with regard to the volume of documents to be communicated.

The Corporate Secretary sends the invitations and the 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 is invited to the Nominations Committee meetings, except for those that concern him/her personally.

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

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

3. Quorum

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

4. Voting and Majority

The advice given by the Nominations 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 Nominations Committee meetings are drawn up by the Secretary who submits them to the Chairman and, after approval, to all members of the Nominations Committee.

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

IV. REPORTING TO THE BOARD OF DIRECTORS

The Nominations Committee regularly reports to the Board of Directors results of its work and findings and communicates its recommendations and opinions.

V. COMPENSATION OF THE NOMINATIONS COMMITTEE MEMBERS

Except for the Chairman of the Board of Directors, the Chairman of the Executive Committee and the executive Board members, the members of the Nominations 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 a member of both the Nominations Committee and the Compensation Committee does not receive double compensation

The Chairman of the Nominations Committee earns an allowance for each of the Committee meetings that corresponds to 4000 Euro gross.

VI. EVALUATION

The Nominations 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 Nominations 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 Nominations Committee.