

Solvay launches a € 1.5 billion rights issue in the context of the intended Cytec acquisition

Ratio: 1 new share for 4 rights

Subscription price: € 70.83 per new share

Subscription period: December 4, 2015 to December 15, 2015 included

Brussels, December 3, 2015, 07:00 --- Solvay announces today the launch of a rights issue of € 1.5 billion to complete the financing of the intended acquisition of U.S.-based Cytec, which is expected to close on December 9, 2015. The acquisition will significantly boost Solvay's portfolio of advanced materials with lightweighting solutions for the aerospace and automotive industries, and will furthermore strengthen its formulations know-how in mining chemicals. With Cytec, Solvay will accelerate its transformation to achieve higher growth, returns and resilience.

The rights issue entails an offering of 21,175,283 new shares at a subscription price of € 70.83 per new share, with preference rights for existing shareholders at a ratio of 1 new share for 4 rights, each existing shareholder being granted one right per existing share held. Solvay's reference shareholder Solvac has committed to fully exercise its rights and subscribe for the resulting number of new shares, thereby maintaining its current 30.20% stake in the share capital of Solvay.

The main terms of the offering can be summarised as follows:

Rights: Subject to applicable securities laws, all Solvay shareholders as of the closing of Euronext Brussels and Euronext Paris on December 3, 2015, are being granted one right per existing share held. The rights, represented by coupon n° 97 of the existing shares, will be separated from such shares on December 3, 2015, after the closing of Euronext Brussels and Euronext Paris.

Ratio: 1 new share for 4 rights (the "Ratio").

Subscription price: € 70.83 per new share.

Rights subscription period: From December 4, 2015, to 4.00pm CET on December 15, 2015, inclusive. Rights that have not been exercised by the end of the rights subscription period will no longer be exercisable.

Scripts subscription period: After the rights subscription period has expired, any rights that have not been exercised will be converted into an equal number of scripts. Except if in the reasonable opinion of the banks underwriters it is unlikely that any subscribers can be procured, the scripts will be offered and sold through an accelerated bookbuilding process in an exempt private placement. Such placement is expected to take place on or around December 16 or 17, 2015, but may be extended.

Ce communiqué de presse est également disponible en français. - Dit persbericht is ook in het Nederlands beschikbaar.

The net proceeds of the scrips (if any) will accrue to the holders of the rights that have not been exercised during the rights subscription period, unless the net proceeds of the sale of the scrips divided by the number of unexercised rights is less than € 0.01 in which case such net proceeds will be transferred to Solvay. Purchasers of scrips will have the obligation to subscribe for new shares corresponding to the scrips acquired by them in accordance with the Ratio.

Announcement of the results: The results of the offering are expected to be announced on or around December 17, 2015.

Ranking and dividends: The new shares shall have the same rights and benefits as, and shall rank *pari passu* in all respects, including as to entitlement to dividends, with, the existing shares and will be entitled to distributions in respect of which the relevant record date or due date falls on or after their issue date.

Settlement: The payment of the subscriptions with rights is expected to take place on or around December 21, 2015. The payment of the subscriptions with scrips is expected to take place on or around December 21, 2015. Delivery of the new shares and payment of any net proceeds of the scrips will take place on or around December 21, 2015.

Additional information, subject to applicable legal restrictions, is available at: <http://www.solvay.com/en/investors/cytec-acquisition-financing/index.html>.

* * * * *

These written materials do not constitute an offer to sell, or a solicitation of offers to purchase or subscribe for, securities in the United States or any other jurisdiction. The securities referred to herein have not been, and will not be, registered under the Securities Act of 1933, as amended, and may not be offered, exercised or sold in the United States absent registration or an applicable exemption from registration requirements. There is no intention to register any portion of the offering in the United States or to conduct a public offering of securities in the United States.

The issue, exercise or sale of securities in the offering are subject to specific legal or regulatory restrictions in certain jurisdictions. Solvay assumes no responsibility in the event there is a violation by any person of such restrictions.

The information contained herein shall not constitute or form part of an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the securities referred to herein, in any jurisdiction in which such offer, solicitation or sale would be unlawful. The distribution of this press release may be restricted by law or regulation in certain countries. Accordingly, persons who come into possession of this press release should inform themselves of and observe such restrictions.

Solvay has not authorized any offer to the public of securities in any Member State of the European Economic Area other than Belgium and France. With respect to each Member State of the European Economic Area other than Belgium and France and which has implemented the Prospectus Directive (each, a "Relevant Member State"), no action has been undertaken or will be undertaken to make an offer to the public of securities requiring publication of a prospectus in any Relevant Member State. As a result, the

Ce communiqué de presse est également disponible en français. - Dit persbericht is ook in het Nederlands beschikbaar.

securities may only be offered in Relevant Member States (a) to any legal entity which is a qualified investor as defined in Article 2(1)(e) of the Prospectus Directive; or (b) in any other circumstances which do not require the publication by Solvay of a prospectus pursuant to Article 3 of the Prospectus Directive. For the purposes of this paragraph, the expression an “offer of securities to the public” means the communication in any form and by any means of sufficient information on the terms of the offer and the securities to be offered so as to enable an investor to decide to exercise, purchase or subscribe the securities, as the same may be varied in that Member State by any measure implementing the Prospectus Directive in that Member State and the expression “Prospectus Directive” means Directive 2003/71/EC (and amendments thereto, including the 2010 PD Amending Directive, to the extent implemented in the Relevant Member State), and includes any relevant implementing measure in the Relevant Member State and the expression “2010 PD Amending Directive” means Directive 2010/73/EU.

This communication is directed only at (i) persons who are outside the United Kingdom or (ii) in the United Kingdom, persons who have professional experience in matters relating to investments falling within Article 19(5) of the Financial Services and Markets Act 2000 (Financial Promotion) Order 2005, as amended (the “Order”), or who are high net worth entities, and other persons to whom it may lawfully be communicated, falling within Article 49(2) of the Order (all such persons together being referred to as “relevant persons”). Any investment or investment activity to which this communication relates will only be available to and will only be engaged in with, relevant persons. Any person who is not a relevant person must not act or rely on this document or any of its contents.

 [FOLLOW US ON TWITTER @SOLVAYGROUP](https://twitter.com/SOLVAYGROUP)

As an international chemical group, [SOLVAY](#) assists industries in finding and implementing ever more responsible and value-creating solutions. Solvay generates 90% of its net sales in activities where it is among the world's top three players. It serves many markets, varying from energy and the environment to automotive and aerospace or electricity and electronics, with one goal: to raise the performance of its clients and improve society's quality of life. The group is headquartered in Brussels, employs about 26,000 people in 52 countries and generated 10.2 billion euros in net sales in 2014. Solvay SA ([SOLB.BE](#)) is listed on [EURONEXT](#) in Brussels and Paris (Bloomberg: [SOLB.BB](#) - Reuters: [SOLB.BR](#)).

[Lamia Narcisse](#)

Media Relations
+33 1 53 56 59 62

[Caroline Jacobs](#)

Media Relations
+32 2 264 1530

[Maria Alcon](#)

Investor Relations
+32 2 264 1984

[Geoffroy Raskin](#)

Investor Relations
+32 2 264 1540

[Bisser Alexandrov](#)

Investor Relations
+32 2 264 3687

Ce communiqué de presse est également disponible en français. - Dit persbericht is ook in het Nederlands beschikbaar.