

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 text, only the latter is a legally valid document.

SOLVAY

Société anonyme¹

in Ixelles, rue du Prince Albert, 33.

Brussels Registry of Legal Entities

Company Number: 0403.091.220

AMENDMENTS TO ARTICLES OF ASSOCIATION

On twelve May, two thousand and nine.

In Ixelles, rue du Prince Albert, 33.

Before us, Maître **Bernard WILLOCX**, Notary, residing in Brussels.

An Extraordinary Shareholders' Meeting was held of **SOLVAY SA**, with its registered office in Ixelles (1050 Brussels), rue du Prince Albert, 33, entered in the Brussels Registry of Legal Entities and the Banque-Carrefour des Entreprises² under number 0403.091.220.

Established as a limited partnership by private agreement on 26 December 1863, transformed into a corporation by publicly authenticated deed received by Notaries Pierre WILLOCX and Pierre VAN HALTEREN, in Brussels, on 12 June 1967, and published in the Annexe to the Moniteur Belge³ of 24 June 1967 as number 1560-1, the Articles of Association of which were amended lastly in accordance with the Minutes drawn up by Notary Bernard WILLOCX, undersigned, on 13 May 2008, published in the Annexe to the Moniteur Belge of 3 June 2008, as numbers 08080435 and 08080436.

COMMITTEE

The meeting began at 4.50 pm under the chairmanship of Mr Aloysius Joannes Maria MICHELSEN, domiciled in Lasne (Ohain), Chemin de Bas-Ransbecq, 5 A, Chairman of the Board of Directors.

¹ Equivalent to a corporation

² Business databank

³ Equivalent to the Federal Register

The Chairman names as Secretary Mr Jacques Paul Emile Claude LEVY-MORELLE, Business Counsel, domiciled in Ixelles, rue Camille Lemonnier, 70, General Secretary of the Company, acting here.

The posts of scrutineers are held by:

1. Mr Jean-Pierre Ernest Camille FELSENHART, domiciled in Etterbeek, boulevard Saint-Michel, 38/8;
2. and Mr Philippe Albert Marie Joseph Ghislain Chevalier de Fabribeckers de Cortils et Grâce, domiciled in Wezembeek-Oppem, rue de la Faucille, 63, both present here and accepting the posts.

The Directors here present, complete the Committee, that is:

Mr Denis Michel Marie Alexandre SOLVAY, domiciled in Kraainem, avenue des Perdrix, 10.

Mr Christian Fernand Joseph Jean Rodolphe JOURQUIN, domiciled in Ganshoren, avenue de la Constitution, 73.

Mr Bernard Philippe Marie Philibert de LAGUICHE, domiciled in Etterbeek, rue des Bollandistes, 69.

Mr Jean-Marie Ernest Armand SOLVAY, domiciled in La Hulpe, Le Longfonds, chaussée de Bruxelles, 115.

Sir Guy Jacques Marie Ernest de SELLIERS de MORANVILLE, domiciled in London W112JE (Great Britain), 79 Elgin Crescent.

Mr Nicolas Jacques Etienne Marie Ghislain BOËL, domiciled in Woluwe-Saint-Pierre, avenue des Grands Prix, 75.

Mr Moody-Whitson SADLER, Company Director, domiciled at 2510 Westgatestreet, Houston TX 77019, USA.

Mr Jean Baptiste Henri Hippolyte Joseph Valentin Marie Ghislain van ZEEBROECK, domiciled in Grez-Doiceau, rue Fontaine, 1.

Mr Jean-Martin FOLZ, domiciled in Croissy-sur-Seine (France) Allée des Drocourtes, 3.

Mr Karel Antonius Lucia Van MIERT, domiciled in Beersel, Puttestraat, 10.

Doctor Bernhard SCHEUBLE, domiciled in Bensheim (Germany), Ernst-Ludwig-strasse, 33.

Mr Anton van ROSSUM, domiciled in Uccle, avenue de la Petite Espinette, 10.

Mr Charles CASIMIR-LAMBERT, domiciled in London (Great Britain), Collingham Gardens, 21.

Baron Hervé François André Emmanuel Marie-Ghislain COPPENS d'EECKENBRUGGE, domiciled in Auderghem, avenue de Waha, 46.

Mrs Petra MATEOS-APARICIO MORALES, domiciled in Madrid (Spain), Almirante, 30-3ºD.

All in accordance with Article 42 of the Articles of Association.

The identities of the members of the Committee are well known to the Notary undersigned.

COMPOSITION OF THE MEETING

The shareholders whose first and last names and residences or respective

names and registered offices, as well as the number of shares of each, are indicated on the attendance list annexed hereto are present or represented.

Consequently, the appearance before us, Notary, is determined as in the said attendance list aforesaid, to which the parties declare that they refer. This attendance list, signed by the Chairman, Secretary and scrutineers who have acknowledged its accuracy, shall remain annexed hereto.

Copies of the proxies, all private agreements, collated by us, Notary, shall remain annexed hereto.

THE CHAIRMAN'S STATEMENT

The Chairman states the following:

- 1) The Agenda of this Meeting is set out below:

Agenda

I. Special Report of the Board of Directors

II. Amendments to the Articles of Association

2.1. Article 10 quater: acquisition on the Stock Exchange of the company's own shares

It is proposed that the Extraordinary Shareholders' Meeting grant to the Board of Directors, for a period of five years from the General Shareholders' Meeting on 12 May 2009, authorisation to acquire or dispose of the company's own shares on the Stock Exchange up to a maximum of sixteen million nine hundred and forty thousand (16,940,000) shares, specifically to cover Stock Option commitments.

Article 10 quater of the Articles of Association would then be replaced in the **first section and in paragraph 2 of the third section** by the following text:

"1. The Board of Directors is authorised to acquire the company's own shares on the Stock Exchange for a period of five years from the General Shareholders' Meeting of 12 May 2009, up to a maximum of sixteen million nine hundred and forty thousand (16,940,000) shares, at a price between twenty Euro (20 EUR) and one hundred and fifty Euro (150 EUR)."

"The shares acquired by these subsidiaries shall be set off against the total of sixteen million nine hundred and forty thousand (16,940,000) shares described in point 1."

2.2. Article 13 bis: transparency of large holdings in Solvay

It is proposed that the Extraordinary Shareholders' Meeting modify the voting rights thresholds which require shareholders to declare to the company and Banking, Finance and Insurance Commission, any crossing of these thresholds, upwards and downwards, without undue delay.

Article 13 bis of the Articles of Association would then be replaced by the following text:

"1. A natural person or legal entity acquiring shares in the company conferring voting rights in the General Meeting, must declare the number of shares owned thereby, to the company and Banking, Finance and Insurance Commission, within the legal deadlines, when the voting rights attached to these shares, alone or in concert as defined by law, cross the threshold of three per cent of the total existing voting rights.

It will be the same when the person required to make the initial declaration mentioned above increases the number of shares with voting rights acquired up to five per cent and seven and a half per cent and for each crossing by a multiple of five per cent of the total existing voting rights.

This person will have to make the same declaration when as a result of a sale, the voting rights held thereby, alone or in concert as defined by law, drop below the thresholds cited above.

2. Any natural person or legal entity that, on the date of publication in the Annexe to the Moniteur belge of the current Article 13 bis, possesses shares with attached voting rights at the General Shareholders' Meeting crossing the threshold of three per cent or seven and a half percent of the total existing voting rights on this date, alone or in concert as defined by law, must declare this to the company and Banking, Finance and Insurance Commission within ten (10) days of listing dated from the said publication.

3. Subject to legal exemptions included in the thresholds defined above, no-one can vote at the General Shareholders' Meeting of the company for a number of votes exceeding that corresponding to the shares declared thereby in compliance with the law and these Articles of Association at least twenty days before the date of the said meeting."

2.3. Article 19 section 3: Audit Committee

It is proposed to replace the reference to Article 133 § 6 of the Commercial Code by a reference to Article 526 bis of the same Code with regard to the obligation to have an Audit Committee.

- 2) In accordance with Article 533 of the Commercial Code, notices of meetings containing the agenda were published at least twenty-four days prior to the meeting in:

- 1) Moniteur Belge of 14 April 2009.
- 2) L' Echo of 14 April 2009
- 3) De Tijd of 14 April 2009

The issues providing evidence of these inclusions are tabled.

- 3) In addition, in accordance with Article 533 of the Commercial Code, letters were sent to the shareholders, bondholders or holders of an application right in name, holders of registered certificates issued with the cooperation of the company, directors and auditors on 14 April 2009, that is at least fifteen days prior to the meeting.

A copy of the letter is also tabled.

- 4) In order to attend this meeting, the shareholders present and represented complied with the regulations of Articles 37 and 38 of the Articles of Association.

- 5) The share capital is currently represented by eighty-four million seven hundred and one thousand one hundred and thirty-three (**84,701,133**) shares

without indication of par value.

- 6) Article 558 of the Commercial Code stipulates that the meeting must unite at least half the share capital. Failing this, a second meeting must be convened and this latter may deliberate whatever the share of the capital represented.

- 7) A first Extraordinary Shareholders' Meeting having the same agenda held before the Notary undersigned on 14 April 2009 was not able to deliberate validly since the required quorum was not reached.

- 8) As results from the attendance list, the shareholders here present and represented possess a total of thirty-nine million eight hundred and seventy-six thousand, eight hundred and fifty (39,876,850) shares.

- 9) In accordance with Articles 442, 622 § 1, 628, 632 § 4 and § 5 and 541 of the Commercial Code and the Law of 2 March 1989, the voting right of the shares represented at the meeting is not suspended, since the shares represented do not come under the application of the aforesaid legal provisions.

- 10) Consequently, the meeting is duly established and able and authorised to deliberate validly on the items on the agenda.

- 11) Each share gives entitlement to one vote and, in order to be accepted, the proposals on the agenda must unite three quarters of the votes, in accordance with Article 559 of the Commercial Code.

These facts are verified and acknowledged as accurate by the meeting.

Next the meeting discusses the agenda and, after deliberating, passes the following resolutions:

REPORT

By a unanimous vote, the Meeting exempts the Chairman from reading out the special report of the Board of Directors relating to the amendments to the Articles of Association.

This report will remain annexed hereto.

FIRST RESOLUTION

Amendment to Article 10 quater of the Articles of Association Acquisition on the Stock Exchange of the Company's Own Shares

The Meeting decides to grant the Board of Directors, for a period of five years as from the General Meeting of 12 May 2009, authorisation to acquire or dispose of the company's own shares on the Stock Exchange, up to a maximum of sixteen million nine hundred and forty thousand (16,940,000) shares, specifically to cover Stock Option commitments.

Consequently, the Meeting decides to amend **Article 10 quater** of the Articles of Association:

- replacing the text of the **first section** by the following text:

"1. The Board of Directors is authorised to acquire the company's own shares on the Stock Exchange for a period of five years from the General Shareholders' Meeting of 12 May 2009, up to a maximum of sixteen million nine hundred and forty thousand (16,940,000) shares, at a price between twenty Euro (20 EUR) and one hundred and fifty Euro (150 EUR).";

- replacing the text of **paragraph 2 of the third section** by the following text:

"The shares acquired by these subsidiaries shall be set off against the total of sixteen million nine hundred and forty thousand (16,940,000) shares described in point 1."

Deliberation

This resolution is adopted, point-by-point, by a unanimous vote less eight hundred and thirty-nine thousand five hundred and thirty-two (839,532) votes against.

SECOND RESOLUTION

Amendment to Article 13 bis of the Articles of Association Transparency of large holdings in SOLVAY

The Meeting decides to amend the voting rights thresholds which require shareholders to declare any crossing of these thresholds, upwards and downwards, to the company and Banking, Finance and Insurance Commission, without undue delay.

Consequently, the Meeting decides to replace the text of **Article 13 bis** of the Articles of Association by the following text:

"1. A natural person or legal entity acquiring shares in the company conferring voting rights in the General Meeting must declare the number of shares owned thereby to the company and Banking, Finance and Insurance Commission, within the legal deadlines, when the voting rights attached to these shares, alone or in concert as defined by law, cross the threshold of three per cent of the total existing voting rights.

It will be the same when the person required to make the initial declaration mentioned above increases the number of shares with voting rights acquired up to five per cent and seven and a half per cent and for each crossing by a multiple of five per cent of the total existing voting rights.

This person will have to make the same declaration when as a result of a sale, the voting rights held thereby, alone or in concert as defined by law, drop below the thresholds cited above.

2. Any natural person or legal entity that, on the date of publication in the Annexe to the Moniteur belge of the current Article 13 bis, possesses shares with attached voting rights at the General Shareholders' Meeting crossing the threshold of three per cent or seven and a half per cent of the total existing voting rights on this date, alone or in concert as defined by law, must declare this to the company and Banking, Finance and Insurance Commission within ten (10) days of listing dated from the said publication.

3. Subject to legal exemptions included in the thresholds defined above, no-

one can vote at the General Shareholders' Meeting of the company for a number of votes exceeding that corresponding to the shares declared thereby in accordance with the law and these Articles of Association at least twenty days prior to the date of the said meeting."

Deliberation

This resolution is adopted by a unanimous vote.

THIRD RESOLUTION

**Amendment to Article 19 section 3 of the Articles of Association
Audit Committee**

The Meeting decides to replace **in the third section of Article 19** of the Articles of Associations the reference to Article 133 § 6 of the Commercial Code by a reference to Article 526 bis of the same Code with regard to the obligation to have an Audit Committee.

Deliberation

This resolution is adopted by a unanimous vote.

Having discussed all the items on the agenda, the meeting is closed at 5.30 pm.

DRAFTING FEE (Code of miscellaneous taxes and fees)

The drafting fee amounts to **ninety-five euros (95 EUR)**.

From all of which the Notary undersigned has drawn up these Minutes, in the place and on the date above-mentioned.

After reading in full and making comments, the members of the Commission and shareholders who expressed a wish to do so, signed with us, Notary.

The signatures of Mr Aloysius MICHELSSEN, Mr Jacques LEVY-MORELLE, Mr Jean-Pierre FELSENHART, Sir Philippe de FABRIBECKERS de CORTILS et GRACE, Mr Denis SOLVAY, Mr Christian JOURQUIN, Mr Bernard de LAGUICHE, Mr Jean-Marie SOLVAY, Sir Guy de SELLIERS de MORANVILLE, Mr Nicolas BOËL, Mr Moody-Whitson SADLER, Mr Jean van ZEEBROECK, Mr Jean-Martin FOLZ, Mr Karel VAN MIERT, Doctor Bernhard SCHEUBLE, Mr Anton van ROSSUM, Mr Charles CASIMIR-LAMBERT, Baron Hervé COPPENS d'EECKENBRUGGE, Mrs Petra MATEOS-APARICIO MORALES and Maître Bernard WILLOCX follow.

Registered: eight list(s) two footnote(s) at office one of the Brussels Registry, on 26 May 2009, volume 5/44 sheet 34 box 04. Received: twenty-five Euro (25 EUR). For the Principal Inspector A.I. M. GATELLIER (signed) DEKESEL M.

The annexes follow, that is:

- the attendance list;
- the collated copies of proxies;
- the special report of the Board of Directors in French;
- the special report of the Board of Directors in Dutch.