



**Unofficial translation from French
The English translation is for information purposes only
In the event of discrepancies, the French language version of this document shall prevail**

RHODIA

Société anonyme with a share capital of 1,213,044,816 €
Corporate office : Immeuble Coeur Défense – Tour A
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Description of the share buy-back program approved by the Combined Shareholders General Meeting held on May 20th, 2009

Courbevoie, June 25th, 2009

1. Legal Framework

In accordance with provisions of the EC Regulation n° 2273/2003 dated December 22nd, 2003, of article L.451-3 of the French *Code Monétaire et Financier* and of article 241-2 of the *Autorité des marchés financiers* General Regulation, this description details the main objectives and terms of Rhodia's (the "Company") share buy-back program. This program has been approved by the Combined Shareholders General Meeting held on May 20th, 2009, in the fifteenth resolution.

This document is available on the website of the Company: www.rhodia.com

2. Purpose of the share buy-back program

In accordance with the share buy-back program approved by the Combined Shareholders General Meeting held on May 20th, 2009, Rhodia is considering repurchasing its shares or having its shares repurchased for the following purposes specified by the General Shareholders Meeting's authorization:

- retain the shares and, if appropriate, sell, transfer or exchange them in conjunction with or following any merger or purchase transactions, in accordance with recognized market practices and applicable law,
- ensure liquidity and activity of the market of the Company's shares through an investment services provider pursuant to a liquidity agreement in accordance with a code of ethics recognized by the French "Autorité des marchés financiers",
- cancel all or part of the shares purchased,

- grant or transfer shares under a stock subscription plan or a purchase option plan, or free allocations of shares plan or any other form of allocation to employees, former employees, officers, directors or representatives (mandataires sociaux) of the Company and its subsidiaries within the meaning of Articles L. 225-180 or L. 233-16 of the French Commercial Code,
- allow the delivery of shares as a result of the exercise of rights attached to securities conferring Company's shares attribution rights, by repayment, conversion, exchange, presentation of a coupon or in any other manner,
- any other purpose that would be authorized by applicable law or regulations.

3. Maximum share of capital to be repurchased, maximum number of shares that may be acquired and features of the shares

Maximum share of capital to be repurchased and maximum number of shares that may be acquired under the share buy-back program

The maximum share of capital allowed to be repurchased under the share buy-back program as approved by the Combined Shareholders General Meeting of May 20th, 2009 shall be 10% of the total number of shares comprising the share capital as of the date these purchases are made, *i.e.*, on March 31, 2009, a maximum of 10,108,706 shares.

In accordance with article L.225-210 of the French Commercial Code, the number of shares that Rhodia can hold at any time may not exceed 10% of the shares then comprising Rhodia's share capital.

Maximum authorized unit purchase price

The maximum unit purchase price may not exceed €30 (and the maximum amount devoted to purchase these shares may not exceed 303,261,180 €); it being specified that the Board of Directors may adjust the purchase price to take into account the impact on the share price of transactions such as a capital increase through the incorporation of reserves, no-cost attribution of shares to shareholders, share split or reverse split, to take into consideration the impact of said transactions on the value of the share.

Main features of shares and share repurchase

- Ordinary share listed on Eurolist by Euronext Paris (compartment B)
- Mnémonique : RHA
- Code ISIN : FR0010479956

As approved by the Combined Shareholders General Meeting of May 20th, 2009, the purchase, sale, transfer or exchange may be made by any means, including over-the-counter trading, blocks' transfer, public tenders, the use or exercise of any financial instrument, derivative and, in particular, by the implementation of options transactions such as purchase and sale of put or call options, either directly or through an investment services provider, in accordance with applicable laws and regulations.

4. Duration of the share buy-back program

The share buy-back program may be implemented over an eighteen-month period following the date of the Combined Shareholders General Meeting of May 20th, 2009, *i.e.* until November 20th, 2010.

5. Number of shares and interest held directly or indirectly by the Company

As of today, the Company holds, directly or indirectly, 1,210,539 own shares and call options allowing the purchase by the Company of 1,010,000 own shares, *i.e.* 2,2% of the Company's capital if all these options are exercised.

6. Breaking-down by objectives of the shares held by the Company

All the own shares and purchase options held by the Company are allocated to the objective of grant or transfer of shares under a stock subscription or purchase option plans, or free allocations of shares plans or any other form of allocation to employees, former employees, officers, directors or representatives (mandataires sociaux) of the Company and its subsidiaries within the meaning of Articles L. 225-180 or L. 233-16 of the French Commercial Code.

7. Synthesis of the former share buy-back program – Schedule of the transactions from May 16th, 2008 to May 20th, 2009

The Combined Shareholders General Meeting of May 16th, 2008 authorized the Board of Directors, with a right of further delegation, to implement a share buy-back program over an eighteen-month period. The terms of this program have been described in the description of the previous share buy-back program.

Situation on May 20th, 2009

Percentage of capital directly or indirectly held by the Company	2,2 %
Number of shares cancelled during the last 24 months	-
Number of shares held in the portfolio	2 220 539 €
- including own shares	1 210 539 €
- including call options	1 010 000 €
Book value of the portfolio	11 244 860 €
Market value of the portfolio (1)	9 359 344 €

(1) based on the closing share price of May 20th, 2009

Report on trading in own shares from May 16th, 2008 to May 20th, 2009

	Cumulative gross flows		Open positions as of May 20th, 2009			
	Purchases	Sales/ transfers	Open positions for purchase		Open positions for sale	
			Call options purchased	Forward purchased	Call options sold	Forward sales
Number of shares ¹	1 792 137	(581 598) ²	1 010 000	-	-	-
Maximum average maturity	N/A	N/A	2 years	-	-	-
Weighted average price (in euro)	7,56	-	N/A	N/A	N/A	N/A
Average exercise price (in euro)	-	-	5,61	-	-	-
Amounts (in euro)	13 551 393	-	N/A	N/A	N/A	N/A

¹ Purchases independently executed by an authorized financial institution

² Transfers of own shares within the framework of the free allocations of shares to employees, officers, Directors or representatives