

TOTAL SUCCESS OF SOLVAY RECOMMENDED TENDER OFFER FOR RHODIA

- **94.25% of the shares and 97.51% of the OCEANEs had been tendered**
- **Taking into account the shares in possession of Rhodia (0.85% of the share capital), a squeeze-out is achievable and the relevant request will be filed by Solvay**
- **Creation of a new major player in chemicals with global ambitions:**
 - **Sales of EUR 12 billion and REBITDA of EUR 1.9 billion¹**
 - **Highly complementary businesses; global leader in its activities**
 - **40% of sales generated in emerging markets**
 - **Broader and better balanced business portfolio**

Solvay and Rhodia announced today the success of Solvay's tender offer on Rhodia for EUR 31.6 per share and American Depositary Share or ADS (equivalent in USD) and EUR 52.32 (after adjustment) per bond convertible into and / or exchangeable into new or existing shares (OCEANE).

The French financial markets authority (AMF) published today the results of the tender offer which show that on 24 August 2011, the closing date of the tender offer, 100,267,068 shares and voting rights of Rhodia (including 102,782 ADS equivalent to as much Rhodia shares) had been tendered, representing 94.25% of the share capital and of the voting rights of Rhodia. 12,063,999 OCEANEs had also been tendered, equivalent to 97.51% of the outstanding OCEANEs.

Taking into account the 907,604 own shares held by Rhodia (0.85% of the share capital), the number of Rhodia shares that have not been tendered represents 4.89% of the share capital and voting rights. The number of shares that can be created by converting the non-tendered OCEANEs, when added to the non-tendered shares, represent 4.63% of the share capital and the voting rights of Rhodia, on a diluted OCEANE basis.

Pursuant to its intentions mentioned in the Offer document, Solvay will file a demand for the execution of the procedure for a squeeze-out of the Rhodia shares and the OCEANEs that were not tendered. The AMF will publish the date of execution and the procedure will be issued in a joint Solvay and Rhodia press release.

Christian Jourquin, Chief Executive Officer of Solvay and Jean-Pierre Clamadieu, President and Chairman of Rhodia, made the following joint statement: "We thank the shareholders of Rhodia, who showed their trust by tendering their securities. The integration of the two groups can start now and we look forward to create a new major actor in chemistry, fully involved in sustainable development, innovation and operational excellence."

The [French](#) and [English](#) versions of the Solvay prospectus, including the terms for submitting Rhodia shares to the Offer, the [French](#) and [English](#) versions of Rhodia's memorandum in response as well as the legal, financial and accounting disclosures for Solvay and Rhodia can be viewed on the dedicated pages of the websites of Solvay (www.solvay.com/OPARhodia) and Rhodia (www.rhodia.com) respectively.

SOLVAY is an international industrial Group active in Chemistry. It offers a broad range of products and solutions that contribute to improving quality of life. The Group is headquartered in Brussels and employs about 14,800 people in 40 countries. In 2010, its consolidated sales amounted to EUR 7.1 billion. Solvay is listed on Euronext Brussels (NYSE Euronext: [SOLB.BE](#) - Bloomberg: [SOLB.BB](#) - Reuters: [SOLBt.BR](#)). Details are available at www.solvay.com.

RHODIA is an international chemical company resolutely committed to sustainable development. As a leader in its businesses, the Group aims to improve its customers' performance through the pursuit of operational excellence and its ability to innovate. Structured around 11 Global Business Units (GBUs) within 5 business clusters, Rhodia is the partner of major players in the automotive, electronics, flavors and fragrances, health, personal and home care markets, consumer goods and industrial markets. The Group employs around 14,000 people worldwide and generated sales of

EUR 5.23 billion in 2010. Rhodia is listed on Euronext Paris. For more information, please visit www.rhodia.com.

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