

The Depository Trust Company

IMPORTANT

B#: 1428-07

DATE: April 18, 2007

TO: All Participants

CATEGORY: Proxy

FROM: DTC PROXY DEPARTMENT

ATTENTION: PROXY/REORGANIZATION MANAGERS

SUBJECT: RHODIA AMERICAN DEPOSITORY SHARES

Citibank, N.A., Depository for the above captioned American Depository Shares, has advised DTC that Rhodia, the issuer of the ordinary shares underlying these ADS's, is holding its Combined General Meeting (Ordinary and Extraordinary) on May 3, 2007. Rhodia advises Citibank, N.A., that under French Law, shareholders wishing to vote at the meeting must, among other matters, effectively own shares on the day of the French Record Date, which is April 30, 2007.

To enable U.S. holders of Rhodia's ADS's to vote at the meeting, Citibank N.A. has established a record date of March 30, 2007. Persons who hold Rhodia ADSs on March 30, 2007 and on the day of the French Record Date and wish to vote the common shares underlying their ADSs (subject to any applicable requirements or restrictions under French Law or under The Company's Articles of Association) may provide such instructions to Citibank N.A. Participants must provide such instructions by 10:00 AM April 27, 2007. Participants should obtain the voting instructions forms for that purpose from Citibank, N.A.-ADR /Equiserve (201)222-4412. In addition, Participants must follow the procedures described below.

To provide Citibank N.A. with assurance that ADSs on which it has received voting instructions from a Participant will still be held in that Participant's account on April 30, 2007, DTC has agreed to segregate positions on which voting instructions have been filed under a separate contra-CUSIP number. The number to be used for this purpose is (762397990). A Participant filing voting instructions with Citibank, N.A. on a position in its DTC account will be asked to provide Citibank N.A., as a part of those instructions a letter authorizing DTC to have its nominee, Cede & Co., execute a proxy on the Participant's behalf and to take certain actions (described below). The form of the authorization letter and the proxy are attached, extra copies will be available from Citibank N.A.

Citibank N.A., will advise DTC of all voting instructions received under this procedure and provide DTC with the proxy forms and the authorization letters signed by Participants relating to those instructions. For each such instruction, DTC will then execute the proxy, temporarily deduct the position being voted from the Participant's holdings under the Rhodia ADSs CUSIP (762397107), temporarily credit the position to an account maintained on behalf of Citibank, and indicate that movement in the Participant's account under the Rhodia's ADSs contra-CUSIP (762397990). DTC will return this position to the Participant's account under the base CUSIP number upon instructions from Citibank once the voting has been completed, this should occur on May 1, 2007.

Inquiries regarding this notice should be directed to DJ Finnegan at (813) 470-1115.

Oma Khan Manager Attachments

**THE DEPOSITORY TRUST COMPANY
55 WATER STREET NEW YORK, NY
10041**

VIA FACSIMILE (201) 222-4593

CITIBANK, N.A., AS DEPOSITARY ("CITIBANK")
525 WASHINGTON BLVD., 3rd FLOOR
JERSEY CITY, NJ 07303

ATTN: JAYNE WHALEN (201) 222-4412

FOR PURPOSES OF ATTENDING THE ORDINARY & EXTRAORDINARY GENERAL MEETING OF SHAREHOLDERS OF RHODIA A CORPORATION ORGANIZED UNDER THE LAWS OF FRANCE ("THE COMPANY"), TO BE HELD IN FRANCE, ON May 3, 2007 (THE "MEETING").

CEDE & CO., THE NOMINEE OF THE DEPOSITORY TRUST COMPANY, ('DTC') CERTIFIES THAT ON THE INSTRUCTIONS OF THE PARTICIPANT NAMED BELOW, DTC HAS DELIVERED TO A DTC ACCOUNT MAINTAINED ON BEHALF OF CITIBANK N.A. THE NUMBER OF AMERICAN DEPOSITORY SHARES ('ADSs'), SPECIFIED BELOW, WHICH ADSs REPRESENT AMERICAN DEPOSITORY SHARES OF THE COMPANY, UNTIL CITIBANK ADVISES DTC THAT THE MEETING HAS CONCLUDED. CEDE & CO. HEREBY APPOINTS SUCH PARTICIPANTS AS ITS AGENT AND PROXY TO GIVE OR CONFIRM ALL SUCH INSTRUCTIONS TO CITIBANK N.A. AS MAY BE NECESSARY OR APPROPRIATE TO IDENTIFY THE BENEFICIAL OWNER (S) OF THE NUMBER OF ADSs SPECIFIED BELOW AND TO ENABLE THE PARTICIPANT OR THE BENEFICIAL OWNER (S) OF THE ADS'S REPRESENTED BY THE ADSs SPECIFIED BELOW TO VOTE THEIR ADS FOR THE MEETING.

THIS PROXY IS REVOCABLE ANY TIME AND IN ANY MANNER, INCLUDING BUT NOT LIMITED TO THE FILING BY CEDE & CO., WITH CITIBANK N.A. OF AN INSTRUMENT SIMILAR TO THIS INSTRUMENT RELATING TO THE VOTING OF ADS' SPECIFIED BELOW AT THE MEETING. THE FILING OF WHICH INSTRUMENT SHALL REVOKE ALL THE AGREEMENTS AND INSTRUCTIONS SPECIFIED HEREIN.

NAME OF PARTICPANT

NUMBER OF AMERICAN DEPOSITARY SHARES

DATED: _____ 2007

Signature of Cede & CO

Facsimile

PARTICIPANTS LETTERHEAD) ,

_____, 2007

The Depository Trust Company 55

Water Street – 25th Floor

New York, NY 10041

RE: RHODIA CUSIP 76239107

DTC Account #: _____

Number of ADSs _____

Gentlemen:

In order to enable the beneficial owner (s) of the number of specified above (the ‘Deposited ADSs’) of Rhodia American Depository Shares to vote at the Ordinary and Extraordinary Shareholders Meeting of Rhodia scheduled to be held on May 3, 2007 please take the following actions:

- (1) Have your nominees, Cede & Co., complete and sign the attached Proxy with respect to the deposited ADS’s and make the signed Proxy available for pick- up by Citibank; and
- (2) Deliver the Deposited ADSs from the undersigned’s above-referenced account to an account with you maintained on behalf of Citibank until Citibank instructs you to return the Deposited ADS’s to the undersigned’s above-referenced account.

The undersigned certifies to you that the Deposited ADSs were on March 30, 2007 and are on the date hereof, on deposit in the undersigned’s above-referenced account.

Very truly yours,

(Print Participant’s Name)

(Signature) and (Medallion Stamp)

(Print Name)
