

RHODIA

Certificado

El abajo firmante Gilles AUFFRET, en mi calidad de Presidente de Rhodia (en adelante la Sociedad); certifico que estoy debidamente autorizado para firmar y ejecutar este certificado por y en nombre de la empresa, de que estoy lo suficientemente autorizado a tal efecto , y, además, que:

- 1) Rhodia es una empresa constituida y existente bajo las leyes de Francia
- 2) El capital social de la compañía asciende a 107 euros 767 559 107 757 representado por 559 acciones con un valor nominal de 1 euro cada una, que da derecho a 1 voto por acción
- 3) la empresa no está sujeta a ninguna prohibición o restricción legal para llevar a cabo todo, su principal o parte de sus principales actividades en su lugar de constitución
- 4) Una lista con las participaciones de empresa en empresas ubicadas fuera de Ecuador se adjunta (ver lista adjunta n ° 1).
- 5) hasta la fecha no se han producido operaciones que provoquen cambios significativos en el Callie de los activos antes mencionados.
- 6) De acuerdo con la información que surja de los libros y registros de la Compañía, sus accionistas son los siguientes (ver lista adjunta n ° 2).

Este certificado fue elaborado y preparado el 4 de diciembre del 2013

Firma:

Gilles AUFFRET
RHODIA



HOLMES CHAPEL TRADING LTD	REINO UNIDO	100
RHODIA HOLDINGS LTD	REINO UNIDO	100
RHODIA INTERNATIONAL HOLDINGS LTD	REINO UNIDO	100
RHODIA LTD	REINO UNIDO	100
RHODIA ORGANIQUE FINE LTD	REINO UNIDO	100
RHODIA OVERSEAS LTD	REINO UNIDO	100
RHODIA PHARMA SOLUTIONS HOLDINGS LTD	REINO UNIDO	100
RHODIA PHARMA SOLUTIONS LTD	REINO UNIDO	100
RHODIA REORGANIZATION LTD	REINO UNIDO	100
RHODIA UK LTD	REINO UNIDO	100
MC INTYRE GROUP LTD (UK)	REINO UNIDO	100
RHODIA ASIA PACIFIC PTE LTD	SINGAPUR	100
RHODIA AMINES CHEMICALS	SINGAPUR	100
SOPARGEST-SOCIETE DE PARTICIPATION ET DE GESTION S.A.	SIUZA	99.98
RHODIA THAI HOLDINGS LTD	TAILANDIA	100
ALAVER SOCIEDAD ANONIMA	URUGUAY	100
FAIRWAY INVESTMENT S.A.	URUGUAY	100
ZAMIN COMPANY S/A	URUGUAY	100
RHODIA SILICES DE VENEZUELA C.A.	VENEZUELA	100

EMPRESAS CONJUNTAS	PAIS	%
PRIMESTER	ESTADOS UNIDOS	50
BUTACHMIE	FRANCIA	50
COGENERATION CHALAMPE	FRANCIA	50
HEXAGAS	FRANCIA	50
RHODIGAZ	FRANCIA	50
HIDUSTAN GUM & CHEMICALS LTD	INDIA	50
P. T. RHODIA MANYAR	INDONESIA	50

ASOCIADOS	PAIS	%
QINGDAO DONGYUE RHODIA CHEMICAL CO LTD	CHINA	30
GIE OSIRIS	FRANCIA	34.80
GIE CHIMIE SALINDRES	FRANCIA	50
RHODIA ITALIA S.p.A	ITALIA	49
ZAKLAD ENERGIELEKTRYCZNY "ENERGO-STIL" SP.Z O O	POLONIA	25



THOMAS A. AYCART GALECIO
TRADUCTOR

Lista 2: Accionistas

6.3.2. Accionistas

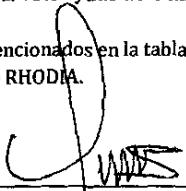
Distribución del capital y los derechos de voto

El cambio en la distribución del capital social Rhodia durante los últimos tres años financieras fueron los siguientes:

	Diciembre 31, 2012			Diciembre 31, 2011			Diciembre 31, 2010		
	número de acciones	% de capital	% derecho al voto	Número de acciones	% de capital	% derecho al voto	Número de acciones	% de capital	% derecho al voto
Solvay SA	10,637,102	9.93	9.98	10,637,102	9.99	10.08	-	-	-
Solvay participations France	94,394,175	88.15	88.62	93,966,413	88.30	89.04	-	-	-
JP Morgan Asset Management	-	-	-	-	-	-	7,310,811	7.00	7.04
Capital Group Companies, Inc.	-	-	-	-	-	-	3,371,267	3.22	3.25
Henderson Global Investors Ltd.	-	-	-	-	-	-	418,198	0.40	0.40
Wellington Management Company, LLP	-	-	-	-	-	-	74,295	0.07	0.07
Axiom International Investors LLC	-	-	-	-	-	-	-	-	-
Otras Instituciones	-	-	-	-	-	-	82,046,621	49.77	50.16
Inversionistas Extranjeras	-	-	-	-	-	-	3,193,848	3.05	3.08
Groupama holding S.A.	-	-	-	-	-	-	18,531,636	17.72	17.86
Otras Instituciones	-	-	-	-	-	-	-	-	-
Inversionistas Francesas	-	-	-	-	-	-	-	-	-
Accionistas Individuales	1,487,533	1.39	1.40	928,501	0.87	0.88	12,391,339	11.85	11.94
Empleados (L. 225-102 C. com.)	-	-	-	-	-	-	6,429,509	6.15	6.20
Acciones Propias	558,749	0.52	0.00	879,894	0.84	0.00	802,814	0.77	0.00
TOTAL	107,077,559	100	99.47	106,411,911	100	100	104,570,968	100	100

Al conocimiento de RHODIA

- El porcentaje de capital y derechos al voto ayudó a los miembros del consejo administrativo y junta ejecutiva a menos del 5%;
- No hay otros accionistas que los mencionados en la tabla anterior directamente o indirectamente tener mas del 5% de capital o derechos al voto de RHODIA.


THOMAS A. AYCART GALECIO
C.C. 090898929-6
Traductor



Por la presente certifico que según mis conocimientos y experiencia, es una traducción exacta y verdadera del documento presentado en Ingles y que soy competente en ambos idiomas, Ingles y español; Por lo cual estampo mi firma en el presente documento, indicando que estas siete fojas pertenecen al CERTIFICADO DE RHODIA PARTICIPACION SNC.-

JO AB. EDUARDO FALQUEZ AYALA. NOTARIO TITULAR SEPTIMO
DEL CANTON GUAYAQUIL. REPUBLICA DEL ECUADOR, De
conformidad con la facultad que me concede el numeral
noveno del Artículo dieciocho de la Ley Notarial
vigente, BOY FE. Que la firma y rubrica que
antecede es similar a la () que me fue
presentada y devuelta al interesado, la misma que
corresponde August Galecio

Thomas Augusto
Identificado con C902989296

Guayaquil, 25 FEB 2014



Eduardo Falquez Ayala



Ab. EDUARDO FALQUEZ AYALA
NOTARIO SEPTIMO DEL
CANTON GUAYAQUIL

RHODIA

CERTIFICATE

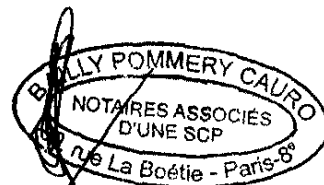
I, the undersigned, Gilles AUFFRET, in my capacity as President of **Rhodia** (hereinafter the "Company"); do hereby certify that I am duly authorized to sign and execute this Certificate by and on behalf of the Company, that I am sufficiently authorized to that effect, and I further certify that :

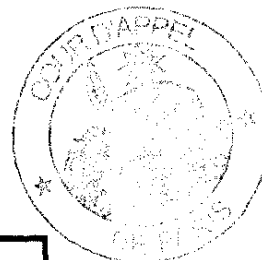
- 1) **Rhodia** is a company incorporated and existing under the laws of France.
- 2) The share capital of the Company amounts to Euros 107 757 559 represented by 107 757 559 shares with a par value of Euro 1 each, entitling to 1 vote per share.
- 3) The Company is not subject to any prohibition or legal restriction to carry out all, its principal or part of its principal activities in its place of incorporation.
- 4) A list with the Company's equity interests in companies located outside Ecuador is attached hereto (see attached list n° 1).
- 5) To date there have been no transactions causing significant changes in the value of the above-mentioned assets.
- 6) According to the information arising out of the Company's books and records, its shareholders are as follows (see attached list n° 2).

This Certificate has been prepared as of December 4, 2013.


Gilles AUFFRET
RHODIA

Je soussigné Me **Antoine BAILLY**
Notaire à Paris, certifie matériellement
la signature de M. **Gilles AUFFRET**,
apposée sur le présent document.
Cette certification ne comporte aucune
vérification de l'exactitude des faits et
actes mentionnés dans le présent document





APOSTILLE

(Convention de La Haye du 5 octobre 1961)

1. République française

Le présent acte public

2. a été signé par... *M^e BRILLY*.....

3. agissant en qualité de... Notaire.....

4. est revêtu du sceau/timbre de... Son étude.....

Attesté

5. à Paris

6. le... 09 DEC. 2013.....

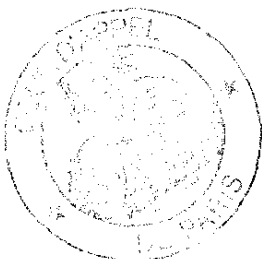
7. par le Procureur général près la Cour d'appel de Paris

..... *Michel LERNOUT*.....

8. sous n° 86744 Michel LERNOUT.....

9. Sceau : Avocat Général.....

"L'Apostille confirme seulement l'authenticité de la signature, du sceau ou timbre sur le document. Elle ne signifie pas que le contenu du document est correct ou que la République française approuve son contenu"



List n° 1 : Company's equity interests in companies located outside Ecuador

35. 2012 Consolidation Perimeter

Changes during the year

Subsidiaries	Country	Change	% beginning of the period	% end of the period
RHODIGAZ	France	Liquidation	50.00	-
RHODIA ACETOW VENEZUELA	Venezuela	Liquidation	100.00	-
BIOPOWER CLIMATE CARE SDN BHD	Malaysia	Disposal	100.00	-
BIOPOWER CLIMATE CARE HOLDING SDN BHD	Malaysia	Disposal	100.00	-
ORBEO CLIMATE CARE	France	Merger into Solvay Energy Services SAS	100.00	-
SOLVAY ENERGY SERVICES	France	Change of name	100.00	100.00
SUNSHIELD CHEMICALS LTD	India	Acquisition	-	62.36

At December 31, 2012 the consolidated perimeter included 87 companies, of which 76 subsidiaries, 6 joint ventures and 5 associates.

Subsidiaries	Country	% (Control)
RHODIA CHEMICALS PTY LTD	Australia	100.00
RHODIA BELGIUM	Belgium	100.00
RHODIA BRASIL LTDA	Brazil	100.00
RHODIA ENERGY BRASIL LTDA	Brazil	100.00
RHODIA POLIAMIDA BRASIL LTDA	Brazil	100.00
RHODIA POLIAMIDA E ESPECIALIDADES LTDA	Brazil	100.00
RHOPART – PARTICIPAÇÕES, SERVIÇOS E COMÉRCIO LTDA	Brazil	100.00
COGERACAO DE ENERGIA ELECTRICA PARAISO SA	Brazil	100.00
RHODIA CANADA INC.	Canada	100.00
RHODIA (SHANGHAI) INTERNATIONAL TRADING CO. LTD	China	100.00
RHODIA (CHINA) CO. LTD	China	100.00
RHODIA POLYAMIDE (SHANGHAI) CO. LTD	China	100.00
RHODIA SILICA QINGDAO CO. LTD	China	100.00
LIYANG RHODIA RARE EARTH NEW MATERIALS CO. LTD	China	96.32
RHODIA HENGCHANG (ZHANGJIAGANG) SPECIALTY CHEMICAL CO. LTD	China	70.00
BEIJING RP EASTERN CHEMICAL CO. LTD	China	60.00
BAOTOU RHODIA RARE EARTH CO. LTD	China	55.00
RHODIA (ZHENJIANG) CHEMICALS CO. LTD	China	100.00
RHODIA FINE CHEMICALS ADDITIVES (QINGDAO) CO., LTD	China	100.00
GUANGXI LAIBIN BIOQI NEW ENERGY CO LTD	China	100.00
RHODIA FEIXIANG SPECIALTY CHEMICALS CO LTD	China	100.00
ZHUHAI RHODIA SPECIALTY CHEMICALS CO LTD	China	100.00

Subsidiaries	Country	% (Control)
RHODIA ENERGY ASIA PACIFIC CO. LTD	South Korea	100.00
RHODIA KOREA CO. LTD	South Korea	100.00
RHODIA SILICA KOREA CO. LTD	South Korea	100.00
RHODIA IBERIA SL	Spain	100.00
ALCOLAC, INC.	United States	100.00
RHODIA FUNDING CORP.	United States	100.00
HEAT TREATMENT SERVICES INC.	United States	100.00
RHODIA FINANCIAL SERVICES INC.	United States	100.00
RHODIA HOLDING INC.	United States	100.00
RHODIA INC.	United States	100.00
RHODIA-INDIA HOLDING INC.	United States	100.00
RHODIA CHIMIE	France	100.00
SOLVAY ENERGY SERVICES	France	100.00
RHODIA ENERGY GHG	France	100.00
RHODIA FINANCE	France	100.00
RHODIA LABORATOIRE DU FUTUR	France	100.00
RHODIA OPERATIONS	France	100.00
RHODIA PARTICIPATIONS	France	100.00
RHODIA	France	100.00
RHOD V	France	100.00
RHOD W	France	100.00
RHODIANYL S.A.S.	France	100.00
RHODIA HONG KONG LTD	Hong Kong	100.00
RHODIA SPECIALTY CHEMICALS INDIA LTD	India	72.93
RHODIA POLYMERS & SPECIALTIES INDIA PRIVATE LTD	India	100.00
SUNSHIELD CHEMICALS LTD	India	62.36
RHODIA JAPAN LTD	Japan	100.00
ANAN KASEI CO., LTD	Japan	67.00
RHODIA NICCA LTD	Japan	60.00
CAREDOR	Luxembourg	100.00
RHODIA DE MEXICO SA DE CV	Mexico	100.00
RHODIA ESPECIALIDADES SA DE CV	Mexico	100.00
RHODIA NEW ZEALAND LTD	New Zealand	100.00
RHODIA INTERNATIONAL HOLDINGS BV	Netherlands	100.00
RHODIA POLYAMIDE POLSKA SP.Z O.O	Poland	100.00
HOLMES CHAPEL TRADING LTD	United Kingdom	100.00
RHODIA HOLDINGS LTD	United Kingdom	100.00
RHODIA INTERNATIONAL HOLDINGS LTD	United Kingdom	100.00
RHODIA LTD	United Kingdom	100.00
RHODIA ORGANIQUE FINE LTD	United Kingdom	100.00
RHODIA OVERSEAS LTD	United Kingdom	100.00
RHODIA PHARMA SOLUTIONS HOLDINGS LTD	United Kingdom	100.00

Subsidiaries	Country	% (Control)
RHODIA PHARMA SOLUTIONS LTD	United Kingdom	100.00
RHODIA REORGANISATION LTD	United Kingdom	100.00
RHODIA UK LTD	United Kingdom	100.00
MC INTYRE GROUP LTD (UK)	United Kingdom	100.00
RHODIA ASIA PACIFIC PTE LTD	Singapore	100.00
RHODIA AMINES CHEMICALS	Singapore	100.00
SOPARGEST – SOCIETE DE PARTICIPATION ET DE GESTION S.A.	Switzerland	99.98
RHODIA THAI HOLDINGS LTD	Thailand	100.00
ALAVER SOCIEDAD ANONIMA	Uruguay	100.00
FAIRWAY INVESTMENTS S.A.	Uruguay	100.00
ZAMIN COMPANY S/A	Uruguay	100.00
RHODIA SILICES DE VENEZUELA C.A.	Venezuela	100.00

Joint ventures	Country	%
PRIMESTER	United States	50.00
BUTACHIMIE	France	50.00
COGENERATION CHALAMPE	France	50.00
HEXAGAS	France	50.00
RHODIGAZ	France	50.00
HINDUSTAN GUM & CHEMICALS LTD	India	50.00
P.T. RHODIA MANYAR	Indonesia	50.00

Associates	Country	%
QINGDAO DONGYUE RHODIA CHEMICAL CO LTD	China	30.00
GIE OSIRIS	France	34.80
GIE CHIMIE SALINDRES	France	50.00
RHODIA ITALIA S.p.A	Italy	49.00
ZAKLAD ENERGOGOELEKTRYCZNY "ENERGO-STIL" SP. Z O O	Poland	25.00

List n° 2 : shareholders

6.3.2. SHAREHOLDERS

Distribution of the capital and voting rights

The changes in the distribution of Rhodia's share capital during the last three financial years were as follows:

	December 31, 2012			December 31, 2011			December 31, 2010 ⁽¹⁾		
	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights	Number of shares	% of capital	% of voting rights
Solvay SA	10,637,102	9.93	9.98	10,637,102	9.99	10.08	-	-	-
Solvay Participations France	94,394,175	88.15	88.62	93,966,413	88.30	89.04	-	-	-
JP Morgan Asset Management	-	-	-	-	-	-	7,310,811	7.00	7.04
Capital Group Companies, Inc.	-	-	-	-	-	-	3,371,267	3.22	3.25
Henderson Global Investors Ltd.	-	-	-	-	-	-	418,198	0.40	0.40
Wellington Management Company, LLP	-	-	-	-	-	-	74,925	0.07	0.07
Axiom International Investors LLC	-	-	-	-	-	-	-	-	-
Other foreign institutional investors	-	-	-	-	-	-	82,046,621	49.77	50.16
Groupama Holding S.A.	-	-	-	-	-	-	3,193,848	3.05	3.08
Other French institutional investors	-	-	-	-	-	-	18,531,636	17.72	17.86
Individual shareholders	1,487,533 ⁽²⁾	1.39	1.40	928,501 ⁽²⁾	0.87	0.88	12,391,339	11.85	11.94
Employees (L. 225-102 C. com.)	-	-	-	-	-	-	6,429,509	6.15	6.20
Treasury shares	558,749	0.52	0.00	879,894	0.84	0.00	802,814	0.77	0.00
TOTAL	107,077,559	100	99.47	106,411,911	100	100	104,570,968	100	100

(1) Sources: Euroclear France and Capital Precision.

(2) Shares obtained by beneficiaries of performance shares plan and/or share purchase option plan, that could not be tendered into the public tender offer due to their unavailability. These shares are covered by a liquidity agreements between each beneficiary and Solvay

To Rhodia's knowledge:

- the percentage of the capital and voting rights held by the members of the Rhodia Board of Directors and the Executive Board is less than 5%;
- no shareholders other than those mentioned in the table above directly or indirectly hold more than 5% of the capital or voting rights of Rhodia.