

ROCKWOOD HOLDINGS, INC.
POLICIES AND PROCEDURES
FOR DIRECTOR CANDIDATE RECOMMENDATIONS
BY STOCKHOLDERS

I. INTRODUCTION

It is the policy of Rockwood Holdings, Inc. (the “Company”) to consider recommendations by stockholders for candidates for nomination to the Board of Directors of the Company (the “Board”). Accordingly, the Corporate Governance and Nominating Committee of the Board (the “Committee”) has adopted the following policies and procedures for stockholders to submit recommendations for candidates for nomination to the Board.

II. POLICIES REGARDING CONSIDERATION OF STOCKHOLDER RECOMMENDATIONS

The Committee will consider candidates recommended by stockholders in the same manner as candidates recommended to, or identified by, the Committee through other sources. Acceptance of a recommendation does not imply, however, that the Committee will nominate the recommended candidate.

III. PROCEDURES FOR SUBMISSION OF STOCKHOLDER RECOMMENDATIONS

A. Manner of and Timing for Submission

Any stockholder may recommend a candidate for nomination to the Board by completing a Director Recommendation Form (attached hereto as Exhibit A) and submitting it to the Committee:

1. by mail, at the following address:

Stockholder Director Recommendation
Corporate Governance and Nominating Committee
c/o: Senior Vice President, Law & Administration, and Secretary
Rockwood Holdings, Inc.
100 Overlook Center
Princeton, NJ 08540; or

2. by fax at (609) 514-8722.

Stockholders who are recommending candidates for nomination in connection with the next annual meeting of stockholders must submit their completed Director Recommendation Forms not less than ninety (90) days nor more than one hundred and twenty (120) days prior to (A) the anniversary of the mailing of proxy materials for the prior year’s annual meeting of stockholders (“Anniversary Date”); or (B) the date of the annual meeting if such date is changed by more than thirty (30) days from the

anniversary date of the previous year's meeting or the tenth (10th) day following the day on which public announcement of the date of such meeting is first made. However, where the number of directors to be elected to the Board of the Company at an annual meeting is increased and there is no public announcement by the Company at least one hundred (100) days prior to the Anniversary Date, then the Director Recommendation Form shall be considered timely with respect to nominees for new positions if received by the Secretary of the Company within ten (10) calendar days following the Company's public announcement of such increase.

B. Required Information Concerning the Recommending Stockholder and the Recommended Candidate

As indicated on the Director Recommendation Form, each recommendation must state (i) the full name and address of the stockholder and beneficial owner as they appear on the Company's books and, if the stockholder is not a record holder of the Company's stock, must be accompanied by appropriate evidence of stock ownership (such as an accounting statement showing ownership of the Company's stock); (ii) class or series of stock and number of shares owned by such stockholder and beneficial owner; (iii) a representation that the stockholder intends to appear in person or by proxy to propose its nomination; (iv) a representation indicating whether the stockholder or the beneficial owner, if any, intends or is part of a group which intends (A) to deliver a proxy statement to a percentage of the Company's outstanding capital stock required to elect the nominee and/or (B) otherwise to solicit proxies from stockholders in support of such nomination.

In addition, each recommendation must include the recommended candidate's written consent to be named in the proxy statement as a nominee, name, address, telephone number, detailed biographical data required to be disclosed in solicitations of proxies for election of directors or is otherwise required by Regulation 14A under the Securities Exchange Act of 1934, as amended, relevant qualifications, information regarding any relationships between the candidate and the Company within the last three years, and a statement supporting the recommending stockholder's view that the recommended candidate possesses the qualifications prescribed by the Committee for nominees (as set forth in the Company's Corporate Governance Guidelines). In addition, the recommendation must include a written indication by the recommended candidate of his or her willingness to serve. Finally, each Director Recommendation Form must include a description of any agreement: i) involving the stockholder or beneficial owner with respect to the nomination and/or the voting of shares and ii) which may affect the ownership, voting power or profitability of such stockholder, beneficial owner and/or their respective affiliates. The Company may require any proposed nominee to furnish such other information as it may reasonably require to determine the eligibility of such proposed nominee to serve as a director of the Company.

A stockholder providing notice of a proposed nomination must update and supplement such notice in writing to the Secretary of the Company to make such notice true and correct as of the record date, and 15 days prior to the annual meeting or any adjournment or postponement thereof. Any update and supplement shall be delivered not later than five days after the record date for the meeting (in the case of any

update and supplement required to be made as of the record date) and not later than 10 days prior to the date for the meeting or any adjournment or postponement thereof (in the case of any update and supplement required to be made as of 15 days prior to the meeting or any adjournment or postponement thereof).

IV. PROCEDURES UPON RECEIVING STOCKHOLDER RECOMMENDATIONS

Each stockholder recommendation will be reviewed expeditiously upon receipt of a properly completed Director Recommendation Form. The Committee's review may, in the Committee's discretion, include a review solely of information provided to the Committee or may also include discussions with persons familiar with the candidate or other actions that the Committee deems proper.

If the Committee determines that a stockholder recommended candidate is suitable for Board membership, it will include the candidate in the next pool of candidates to be considered for nomination upon the occurrence of the next Board vacancy or in connection with the next annual meeting of stockholders.

The Committee shall report to the Senior Vice President, Law & Administration and the Board whether it has recommended or rejected any candidates recommended by any stockholder or group of stockholders who has beneficially owned more than 5% of the Company's stock for at least one year as of the date the recommendation was made. Such report shall include the name of the recommending stockholder or group of stockholders, the name of the recommended candidate, the date of the recommendation and whether the recommending stockholder or group of stockholders and the recommended candidate have affirmatively consented in writing to being named in the Company's proxy statement.

V. MODIFICATION OF POLICIES AND PROCEDURES

The policies and procedures set forth herein may be modified at any time as may be determined by the Committee.

ROCKWOOD HOLDINGS, INC.

DIRECTOR RECOMMENDATION FORM

Date: _____

Recommending stockholder's name: _____

Class or series of stock and number of shares owned by recommending stockholder:

Contact information for recommending stockholder:

Mailing Address: _____

Email Address: _____

Phone Number: _____

Fax Number: _____

Note: If the shares are not held in the recommending stockholder's name, please provide a copy of an account statement or other evidence of beneficial ownership.

Beneficial owner's name, if applicable: _____

Class or series of stock and number of shares owned by beneficial owner, if applicable:

Contact information for beneficial owner:

Mailing Address: _____

Email Address: _____

Phone Number: _____

Fax Number: _____

Name of recommended candidate (the "Candidate"): _____

Has the Candidate agreed to have his or her name submitted for consideration and to provide Rockwood's Corporate Governance and Nominating Committee with all information required to conduct its evaluation? Yes No

Contact information for the Candidate:

Mailing Address: _____

Email Address: _____

Phone Number: _____

Fax Number: _____

Does the Candidate possess the qualifications prescribed by the Corporate Governance and Nominating Committee for nominees to the board of directors (as set forth in Rockwood's Corporate Governance Guidelines)? Yes No

Does recommending stockholder and/or beneficial owner intend to appear in person or by proxy to propose the nomination of the Candidate? Yes No

If the answer to the immediately preceding question is yes, please answer the following question:

Does recommending stockholder and/or beneficial owner intend to be part of a group which intends to deliver a proxy statement and/or form of proxy to holders of at least the percentage of the Company's outstanding capital stock required to elect the nominee? Yes No

Does recommending stockholder and/or beneficial owner intend to be part of a group which intends to solicit proxies from stockholders in support of its nomination? Yes No

Has recommending stockholder and/or beneficial owner entered into any agreement with respect to the nomination and/or the voting of its shares? Yes No

Has recommending stockholder and/or beneficial owner entered into any agreement which may affect the ownership, voting power or profitability of affiliates? Yes No

If the answer to any of the four preceding questions is yes, please attach a detailed description.

As an attachment, please provide the following information:

Please attach a current resume and biography for the Candidate, outlining his or her educational history, work history and accomplishments, leadership experience, any global business experience, any financial training or experience, past or current board memberships (including public and private boards of directors as well as charitable organizations), date of birth, current place of residence and citizenship.

Please attach the written consent of the candidate agreeing to be named as a nominee in the proxy statement.

Please describe any relationships between the Candidate and Rockwood within the last three years.

Please describe why you believe the Candidate should be considered for membership on Rockwood's Board of Directors.

Please describe in detail all past and current relationships between the Candidate and the recommending stockholder, including any family relationship, business relationship, employment relationship, charitable relationship or investment relationship.

Please provide a written statement by the Candidate of his or her willingness to serve as a member of Rockwood's Board of Directors.

Please mail this form along with all supporting documentation, to:

Stockholder Director Recommendation
Corporate Governance and Nominating Committee
c/o: Senior Vice President, Law & Administration, and Secretary
Rockwood Holdings, Inc.
100 Overlook Center
Princeton, NJ 08540

I hereby certify that, to the best of my knowledge and belief, all information contained in this form and the accompanying supporting documentation is accurate and complete.

SIGNATURE OF RECOMMENDING STOCKHOLDER