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Independent Auditors' Report (free translation¹)

To the shareholders of
S.C. Oltchim S.A.

Report on the Unconsolidated Financial Statements

1 We have audited the accompanying unconsolidated financial statements of S.C. Oltchim S.A. ("the Company"), which comprise the balance sheet as at 31 December 2010, and the income statement, statement of changes in equity and cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information, presenting the following:

- Negative net assets/Total negative equity and reserves: (548,546,339) lei
- Loss for the year: (223,315,891) lei

Management's Responsibility for the Financial Statements

2 Management is responsible for the preparation and fair presentation of these unconsolidated financial statements in accordance with the Order of the Minister of Public Finance no. 3055/2009 and related amendments and for such internal control as management determines is necessary to enable the preparation of unconsolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditors' responsibility

- 3 Our responsibility is to express an opinion on these unconsolidated financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing as adopted by the Romanian Chamber of Financial Auditors. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.
- 4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
- 5 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

¹ TRANSLATOR'S EXPLANATORY NOTE: The above translation of the auditors' report is provided as a free translation from Romanian which is the official and binding version.

Opinion

- 6 In our opinion, the unconsolidated financial statements for the year ended 31 December 2010 have been prepared, in all material respects, in accordance with the Order of the Minister of Public Finance no. 3055/2009 and related amendments.

Emphasis of matter

- 7 Without qualifying our opinion, we draw attention to Note 10.16 to the unconsolidated financial statements which describes that the Company has incurred accumulated losses amounting to lei 1,069,586,668 and as of 31 December 2010, the Company's current liabilities exceeded its current assets by lei 785,513,005. These conditions, along with other matters described in Note 10.16, indicate the existence of an uncertainty which may cast doubt on the Company's ability to continue as a going concern, as described in Note 10.16.

Other Matters

- 8 This independent auditors' report is made solely to the Company's shareholders, as a body. Our audit work has been undertaken so that we might state to the Company's shareholders those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's shareholders as a body, for our audit work, for the report on financial statements and the report on conformity or for the opinion we have formed.
- 9 In accordance with the requirements of the Order of the Minister of Public Finance no. 3055/2009 and related amendments, the Company has the legal obligation to prepare consolidated financial statements as at 31 December 2010 and to have them audited.

Report on conformity of the Administrators' Report with the unconsolidated financial statements

In accordance with the Order of the Minister of Public Finance no 3055/2009, article no. 318 point 2 of accounting regulations in accordance with the IV-th Directive of CEE we have read the Administrators' Report. The Administrators' Report is not a part of the unconsolidated financial statements. In the Administrators' Report we have not identified any financial information which is not in accordance, in all material respects, with the information presented in the accompanying unconsolidated financial statements.

Refer to the original signed
Romanian version



For and on behalf of KPMG Audit SRL:

Andreea Elena Manole

KPMG AUDIT SRL

registered with the Chamber of Financial
Auditors of Romania under no 1501

registered with the Chamber of Financial
Auditors of Romania under no 9/2001

Bucharest, 6 April 2011