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Independent Auditors' Report (free translation¹)

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

1. We have audited the accompanying consolidated financial statements of S.C. Oltchim S.A. ("the Company") and its subsidiaries ("the Group"), which comprise the consolidated statement of financial position as at 31 December 2011, and the consolidated statement of income, consolidated statement of comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Consolidated Financial Statements

2. Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with International Financial Reporting Standards as endorsed by the European Union, and for such internal control as management determines is necessary to enable the preparation of consolidated 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 consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with relevant ethical requirements and plan and perform the audit to obtain reasonable assurance whether the consolidated financial statements are free of material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on our judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, we consider internal control relevant to the entity's preparation and fair presentation of the consolidated 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 principles used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our 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 consolidated financial statements give a true and fair view, in all material respects, of the consolidated financial position of the Group as at 31 December 2011, and of its consolidated financial performance and its consolidated cash flows for the year then ended in accordance with International Financial Reporting Standards as endorsed by the European Union.

Emphasis of Matter

7. Without qualifying our opinion, we draw attention to the fact that the Group's current liabilities exceeded its current assets by RON 1,245,098 thousand, as at 31 December 2011. These conditions, along with other matters described in Note 2.2 to the consolidated financial statements, indicate the existence of an uncertainty which may cast doubt on the Group's ability to continue as a going concern, unless the shareholders will support the Group for improving its financial position, as described in Note 2.2.

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, or for the opinion we have formed.

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

In accordance with the Order of the Minister of Public Finance no 3055/2009, article no. 107 of accounting regulations in accordance with the VII-th Directive of CEE we have read the consolidated Administrators' Report. The consolidated Administrators' Report is not a part of the consolidated financial statements. In the consolidated 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 consolidated financial statements.

Refer to the original signed
Romanian version

For and on behalf of KPMG Audit SRL:

Andreea Elena Manta

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, 2 April 2012