



KPMG Audit SRL
Victoria Business Park
DN1, Soseaua Bucuresti-Ploiesti nr. 69-71
Sector 1

P.O. Box 18-191
Bucharest 013685
Romania

Tel: +40 (21) 201 22 22
+40 (741) 800 800
Fax: +40 (21) 201 22 11
+40 (741) 800 700
www.kpmg.ro

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 2008, 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 notes, presenting the following:

- Net negative assets/Total negative equity and reserves: (251,266,231) lei
- Loss for the year: (234,001,449) lei

Management's Responsibility for the Unconsolidated 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. 1752/2005 and related amendments. This responsibility includes: designing, implementing and maintaining internal control relevant to the preparation and fair presentation of unconsolidated financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

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 unconsolidated financial statements are free from material misstatement.
- 4 An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the unconsolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the unconsolidated 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 unconsolidated 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 unconsolidated financial statements.

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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.

- 5 We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

- 6 In our opinion, the unconsolidated financial statements have been prepared, in all material respects, in accordance with the Order of the Minister of Public Finance no. 1752/2005 and related amendments.

Emphasis of Matter

- 7 Without further 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 625,702,175 and as of 31 December 2008, the Company's current liabilities exceeded its current assets by lei 716,015,421. 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, if the shareholders will not support the Company to improve its financial position.

Other Matters

- 8 This 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 this report, or for the opinion we have formed.
- 9 The Company is required to prepare consolidated financial statements as at 31 December 2008 in order to comply with statutory requirements as per the OMFP 1752/2005.

Report on conformity of the Administrators' Report with the Unconsolidated Financial Statements

In accordance with the Order of the Minister of Public Finance no 1752/2005, article no. 263 point 2) 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 as at 31 December 2008.

Refer to the original signed
Romanian version

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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, 10 April 2009