

**DECLARATION OF MEMBERS OF MANAGEMENT BOARD**

In compliance with the requirements of the regulation of the Minister of Finance dated 19 February 2009 concerning current and interim information submitted by issuers of securities and conditions for recognition as equivalent of information required by the non-Member state (Journal of Laws No 33, item 259, as amended), Management Board of Prochem S.A. declares hereby that to their best knowledge:

- financial statement of Prochem S.A. for 2010 and comparable data were drawn up in compliance with International Financial Reporting Standards approved by European Union, enacted and being in effect as at the day of drawing up this financial statement and mirror in true, fair and clear way the material and financial position and financial result,
- report of the Management Board on the business activity of Prochem S.A. in the year 2010 contains the real image of the development and achievements and the financial standing of the Company including the description of essential risks and threats,
- KPMG Audyt Sp. z o.o., being the entity entitled to audit financial statements, performing the audit of annual financial statement of Prochem S.A. for 2010 was chosen pursuant to provisions of the law, and this entity and chartered accountants performing this audit have met the conditions for the release the impartial and independent opinion on audited annual financial statement according to relevant provisions of the law and standards of performing the profession.

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Management Board Member  
Krzysztof Marczak

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Vice Chairman  
Marek Kiersznicki

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Chairman  
Jarosław Stepniewski

Warsaw, 29 April 2011