

Capital Group of PROCHEM S.A.

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 the conditions for recognition as equivalent information required by the law of a 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:

- consolidated financial statement of Capital Group of Prochem S.A. for 2011 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 Capital Group of Prochem S.A. in the year 2011 contains the real image of the development and achievements and the financial standing of the Group 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 consolidated financial statement of Capital Group of Prochem S.A. for 2011 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 Stępniewski

Warsaw, 27 April 2012