

PROCHEM S.A.

DECLARATION OF MEMBERS OF MANAGEMENT BOARD OF PROCHEM S.A.

In compliance with the requirements set in the regulation of the Minister of Finance dated 19 February 2009 in the matter of the current and interim information submitted by issuers of securities and of conditions for recognition as equivalent to the information required by regulations of the non-Member state, Management Board of PROCHEM S.A. – declares hereby that:

- ✓ to their best knowledge, the financial statement of PROCHEM S.A. for 2009 and comparable data were drawn up in compliance with the International Financial Reporting Standards approved by European Union enacted and being in effect as at the day of drawing up this financial statement and they are reflecting in the true, fair and clear way material and financial position and its financial result.

The Report of the Management Board on the Business Activity of PROCHEM S.A. in 2009 contains the real image of the development and achievements and the financial standing of the Company, including the description of essential risks and threats,

- ✓ the entity entitled to the audit of a financial statement of PROCHEM S.A. for the year 2009, was chosen pursuant to provisions of the law by the Supervisory Board of PROCHEM S.A. By virtue of the resolution from 6 June 2009 the Supervisory Board selected MISTERS AUDYTOR Sp. z o.o. with registered office in Warsaw at 22/30 Stępińska Str. – entered in the list of entities entitled to audit financial statements kept by the Polish National Board of Registered Auditors under the number 63.

The Management Board of PROCHEM S.A. is declaring that this entity and statutory auditors effecting the annual audit of the financial statement met the conditions for the release the impartial and independent opinion from the examination, according to relevant provisions of the law.

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Management Board Member
Krzysztof Marczak

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Vice Chairman of the Board
Marek Kiersznicki

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Chairman of the Board
Jarosław Stępniewski

Warsaw, 26 March 2010