



FREE TRANSLATION

TESSENDERLO CHEMIE NV

**Statutory auditor's report to the general
shareholders' meeting on the annual accounts
for the year ended 31 December 2013**

26 March 2014



FREE TRANSLATION

STATUTORY AUDITOR'S REPORT TO THE GENERAL SHAREHOLDERS' MEETING OF THE COMPANY TESSENDERLO CHEMIE NV ON THE ANNUAL ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2013

As required by law and the Company's articles of association, we report to you in the context of our statutory auditor's mandate. This report includes our opinion on the annual accounts, as well as the required additional statements. The annual accounts include the balance sheet as at 31 December 2013, the income statement for the year then ended, and the disclosures.

Report on the annual accounts - Unqualified opinion

We have audited the annual accounts of Tessenderlo Chemie NV ("the Company") for the year ended 31 December 2013, prepared in accordance with the financial-reporting framework applicable in Belgium, which show a balance sheet total of EUR 1.120.256.123,74 and a profit for the year of EUR 70.026.104,10.

The board of directors' responsibility for the preparation of the annual accounts

The board of directors is responsible for the preparation and fair presentation of these annual accounts in accordance with the financial-reporting framework applicable in Belgium, and for such internal control as the board of directors determines is necessary to enable the preparation of annual accounts that are free from material misstatement, whether due to fraud or error.

Statutory auditor's responsibility

Our responsibility is to express an opinion on these annual accounts based on our audit. We conducted our audit in accordance with International Standards on Auditing (ISAs). Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the annual accounts are free from material misstatement.



An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the annual accounts. The procedures selected depend on the statutory auditor's judgment, including the assessment of the risks of material misstatement of the annual accounts, whether due to fraud or error. In making those risk assessments, the statutory auditor considers internal control relevant to the Company's preparation and fair presentation of the annual accounts 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 Company's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the board of directors, as well as evaluating the overall presentation of the annual accounts.

We have obtained from the board of directors and company's officials the explanations and information necessary for performing our audit.

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

Unqualified Opinion

In our opinion, the annual accounts give a true and fair view of the Company's net equity and financial position as at 31 December 2013 and of its results for the year then ended in accordance with the financial-reporting framework applicable in Belgium.

Report on other legal and regulatory requirements

The board of directors is responsible for the preparation and the content of the directors' report, for the compliance with the applicable legal and regulatory requirements regarding bookkeeping, the Companies' Code and the Company's articles of association.

In the context of our mandate and in accordance with the Belgian standard which is complementary to the International Standards on Auditing (ISAs) as applicable in Belgium, our responsibility is to verify, in all material respects, compliance with certain legal and regulatory requirements. On this basis, we provide the following additional statements which do not impact our opinion on the annual accounts:

- The directors' report includes the information required by the Companies' Code, is consistent with the financial statements, and does not present any material inconsistencies with the information that we became aware of during the performance of our mandate;
- Without prejudice to formal aspects of minor importance, the accounting records were maintained in accordance with the legal and regulatory requirements applicable in Belgium;
- The appropriation of results proposed to the general meeting complies with the legal provisions and the provisions of the articles of association;



- There are no transactions undertaken or decisions taken in breach of the Company's articles of association or the Companies' Code that we have to report to you. As explained in the director's report, the decisions made by board of directors on 26 March 2013 concerning the proposal with regard to the bonus and the base salary of the CEO and the 2013 warrants plan constituted a conflict of interests (in the context of section 523 of the Belgian Companies Code) and have the following consequences of a proprietary nature:
 - The costs incurred by the company with regard to the decision on the bonus and the base salary of the CEO consist of: a short-term cash bonus of EUR 245,562 for the year 2012; an increase in the 2013 base salary of 5% or from EUR 547,043 to EUR 574,395 adjusted taking into account the applicable statutory surcharges; and the grant of a long-term incentive bonus of EUR 200,000 to be distributed in 2016, spread over a 4-year period (2012-2016) and subject to the achievement of objectives;
 - Considering the fact that the 2013 warrants plan has not been implemented, this decision did not result in any consequences of a proprietary nature.

Antwerp, 26 March 2014

The statutory auditor
PwC Bedrijfsrevisoren bcvba
Represented by

Peter Van den Eynde*
Partner

*Peter Van den Eynde BVBA
Board Member, represented by its fixed representative,
Peter Van den Eynde