

IMPORTANT WARNING, PLEASE READ IT!

This is an unofficial translation of the Hungarian language squeeze-out declaration document, which has been filed with HFSA. This unofficial translation is provided for information purposes only and should not be relied on in any way. Shareholders are asked to consult the Hungarian language squeeze-out declaration document instead.

STATEMENT ON THE EXERCISE OF THE CALL OPTION RIGHT

The public purchase offer (hereinafter "**Purchase Offer**") made by First Chemical Holding Kft. (seat: 1053 Budapest, Károlyi Mihály u. 12., registration number: 01-09-873980, hereinafter "**FCH**") for the registered ordinary shares of BorsodChem Nyrt. (seat: 3700 Kazincbarcika, Bolyai ter 1., registration number: Cg. 05-10-000054, hereinafter "**Company**") approved by the Hungarian Financial Supervisory Authority on 6 November 2006 was successfully closed on 22 December 2006 on the basis of Section 76 of the Act no. CXX. of 2001 on the Capital Markets (hereinafter "**CMA**").

FCH acquired an influence of more than 90% in the Company by 8 February 2007, i.e. within three months following the closing of the Purchase Offer. FCH notified the Hungarian Financial Supervisory Authority on 8 February 2007 of the acquisition of the influence of more than 90% and published it in Magyar Tőkepiac on 9 February 2007.

FCH, in accordance with Section 76/D of the CMA, hereby exercises its call option right (hereinafter "**Call Option Right**") in respect of all registered ordinary shares issued by the Company not held by FCH (hereinafter "**Shares Affected by the Call Option Right**").

1. Purchase Price

The purchase price (hereinafter: "**Purchase Price**") of the Shares Affected by the Call Option Right is HUF 3,000, that is three thousand Hungarian Forints per Share Affected by the Call Option Right.

The above Purchase Price per Share Affected by the Call Option Right is higher than the equity capital per share calculated in accordance with Section 76/D (4) of CMA.

FCH has deposited the Purchase Price for all Shares Affected by the Call Option Right, calculated on the basis of the purchase price per share indicated in the present statement, on an escrow account (hereinafter "**Escrow Account**") with Raiffeisen Bank Zrt.

2. Delivery of Shares Affected by the Call Option Right

Holders of Shares Affected by the Call Option Right (hereinafter: "**Shareholders**") are obliged to transfer their shares to the securities account of FCH (the "**FCH Securities Account**"), held with Raiffeisen Bank Zrt. (KELER account number 0319/000294), from (including) 2 March 2007 until (including) 19 March 2007 (hereinafter: "**Delivery Period**").

Shareholders are in addition requested to complete and submit the Shareholder Declaration set out in **Annex 1** to one of the locations set out in **Annex 2** by the last day of the Delivery Period. The format of the Shareholder Declaration can also be downloaded from the website of the Company www.borsodchem.hu and the website of the Budapest Stock Exchange www.bet.hu or can be obtained at the locations set out in **Annex 2**.

Shareholders are requested to attach the following documents to the Shareholder Declaration:

- (i) Certificate issued by the securities account manager of the Shareholder on the transfer of the shares to the FCH Securities Account.
- (ii) Certificate on the original purchase price of the shares and related costs in case of Shareholders who are natural persons (for example, a certificate issued by the Shareholder's securities account manager).
- (iii) Certificate of the tax domicile of the Shareholder and the Hungarian translation prepared by the Hungarian Office of Translations and Attestations ("**Official Translation**") of the certificate of the tax domicile (in case of Shareholders who are natural persons having foreign tax residence).
- (iv) If a proxy is acting on behalf of the Shareholder, a Power of Attorney.

3. Payment of Purchase Price

FCH, through Raiffeisen Bank Zrt., intends to pay the Purchase Price for the Shares Affected by the Call Option Right by 26 March 2007 to all Shareholders who have during the Delivery Period (i) delivered Shares Affected by the Call Option Right to the FCH Securities Account and (ii) submitted a Sufficiently Completed Shareholder Declaration.

A "**Sufficiently Completed Shareholder Declaration**" shall be any Shareholder Declaration containing at least:

- a) In the case of a Hungarian tax resident:
 - (i) The name/company name, mother's maiden name (if applicable) the address/registered seat, the place and date of birth (if applicable) and the tax number of the Shareholder;
 - (ii) the Hungarian bank account number/or the Hungarian client account number to which the Shareholder would like to have the Purchase Price transferred; and
 - (iii) the signature of the Shareholder.
- b) In the case of a foreign tax resident:

- (i) The name/company name, mother's maiden name (if applicable) the address/registered seat and the place and date of birth (if applicable) of the Shareholder;
- (ii) the Hungarian bank account number/or the Hungarian client account number to which the Shareholder would like to have the Purchase Price transferred;
- (iii) the Hungarian tax number of the Shareholder (only required if the Shareholder is a natural person);
- (iv) the declaration and certificates pursuant to point 5 of the Shareholder Declaration; and
- (v) the signature of the Shareholder.

The payment of the Purchase Price will be effected in HUF by wire transfer to the bank account or client account kept in Hungary designated by the Shareholder.

Please note that Raiffeisen Bank Zrt. will have to deduct taxes, contributions and other charges from the Purchase Price as provided for by the laws effective on the date of payment to the Shareholders.

The Purchase Price due to Shareholders who during the Delivery Period delivered Shares Affected by the Call Option Right to the FCH Securities Account but who have not submitted within the Delivery Period a Sufficiently Completed Shareholder Declaration will remain on the Escrow Account and will be paid to the relevant Shareholders within 5 business days of submission by the relevant Shareholders of a Sufficiently Completed Shareholder Declaration to one of the locations set out in **Annex 2**. Should a Shareholder whose Purchase Price has remained on the Escrow Account in accordance with the preceding sentence fail to provide a Sufficiently Completed Shareholder Declaration to one of the locations set out in **Annex 2** within 6 months following the last day of the Delivery Period, the relevant Purchase Price will be transferred from the Escrow Account to Court Deposit, provided the conditions of the transfer to the Court Deposit are established. In the case of such a transfer to Court Deposit, the right of the Shareholder to claim the Purchase Price cannot be enforced against FCH or the Company and the Shareholder is restricted to claiming the Purchase Price solely from Court Deposit.

"Court Deposit" shall mean an escrow account of the court, provided for by the Decree of the Ministry of Justice No. 27/2003 (VII.2.) on the court deposit and Section 287 of the Hungarian Civil Code.

4. Transfer of Title, Cancellation of Shares

The title to the Shares Affected by the Call Option Right that are delivered to the FCH Securities Account during the Delivery Period in accordance with Section 2 above

will pass to FCH at the time of delivery of such Shares Affected by the Call Option Right to the FCH Securities Account.

Any Shares Affected by the Call Option Right that were not delivered to the FCH Securities Account during the Delivery Period in accordance with Section 2 above will be declared invalid by the Company and the Company will issue new shares instead, which will be provided to FCH. Following the invalidation of the shares, FCH will publish an announcement regarding the payment of the Purchase Price for the shares having been declared invalid.

5. Delisting

Please note that according to the Regulations of the Budapest Stock Exchange for listing, continued trading and disclosure, the publication of this Statement on the Exercise of the Call Option Right will lead to an automatic delisting from the Budapest Stock Exchange of the Class A Ordinary Shares of the Company, without any further steps being required.

Budapest, February 27, 2007.

First Chemical Holding Kft.

By: _____

Dr. Barcza Mihály
Rein és Társai
Freshfields Bruckhaus Deringer

pursuant to power of attorney

Annex 1

Shareholder Declaration

in connection with the exercise of the Call Option Right in respect of all registered ordinary shares issued by BorsodChem Nyrt. not held by first Chemical Holding Kft.

Please follow the instructions set out in the Statement on the Exercise of the Call Option right dated February 27, 2007 and published in the periodical Magyar Tőkepiac, on the website of the Company www.borsodchem.hu, on the website of the Budapest Stock Exchange www.bet.hu (the "**Statement**"), and the instructions of this Shareholder Declaration. Terms capitalised but not defined herein shall have the meaning attributed to them in the Statement.

1. Name/company name of the Shareholder: _____
Address/registered seat of the Shareholder: _____
Id. number/passport number/ registration number of the Shareholder: _____
The Hungarian tax id. number of the Shareholder (if existing): _____
Place and date of birth of the Shareholder: _____
Name of the mother of the Shareholder: _____
Phone number: _____
E-mail: _____

2. The number of the Shares Affected by the Call Option Right, which the Shareholder delivers
in figure: _____; in words: _____
pieces

3. Please mark with an X as to which Hungarian account you would like to have the Purchase Price transferred and please provide details of the chosen account.

I would like to have the Purchase Price transferred to my bank account. ____

Name of the Hungarian bank: _____

Address of the branch: : _____

Bank account no: □□□□□□□□-□□□□□□□□-□□□□□□□□

I would like to have the Purchase Price transferred to my client account kept at my securities account manager: ____

Name of the securities account manager: _____

Address of the securities account manager: : _____

Bank account no of the securities account manager:

□□□□□□□□-□□□□□□□□-□□□□□□□□

Number of my client account: _____

4. Please provide the name and address of your securities account manager:

Name of the securities account manager: _____

Address: _____

Number of the securities account of the Shareholder: _____

The Shareholder must instruct his securities account manager in writing to transfer the Shares Affected by the Call Option Right on his behalf to the FCH Securities Account , held with Raiffeisen Bank Zrt. (KELER account number 0319/000294)) from (including) 2 March 2007 until (including) 19 March 2007).

5. Please mark your Tax Residence ¹ with an X.

I hereby declare that I am domestic Tax Resident in Hungary: ____

If the Shareholder is a Hungarian domestic Tax Resident, please continue with point 6!

If you have a foreign Tax Residence, please complete the following part! The Shareholder must attach a certificate issued by the foreign tax authority of his Tax Residence and the Official Translation of this document. If the Shareholder is not able to attach the above certificate, or the country of his Tax Residence does not have a double taxation treaty with Hungary, which would prohibit the taxation of his income from the Shares Affected by the Call Option Right in Hungary, the following part should not be completed by the Shareholder, instead he must proceed with point 6.

I hereby declare that I have a foreign Tax Residence: ____

Name of the country: _____

I hereby declare that there is a double taxation treaty in existence between Hungary and the above mentioned country, and my Tax Residence is in such country. Pursuant to the treaty, any profit on the sale of the Shares Affected by the Call Option Right may only be taxed in the above mentioned country.

If the Shareholder does not provide information in respect of his Tax Residence, then it will be presumed that his Tax Residence is in Hungary.

¹ In general, an individual's Tax Residence is in the country where he or she is subject to income tax on all of his or her income. Tax Residence is defined by domestic tax legislations of the countries concerned (for definition of Tax Residence under Hungarian legislation, please refer to point 2 and 3 of Section 3 of Act CXVII of 1997 on Personal Income Tax) and international tax treaties on the avoidance of double taxation. It is recommended that advice is sought in this respect before completing this declaration.

6. Raiffeisen Bank Zrt. will deduct a 25% personal income tax from the profit of the Shareholder originating from the sale of the Shares Affected by the Call Option Right who are individuals having Hungarian Tax Residence or have not provided Raiffeisen Bank Zrt. with the documents listed under point 5 above. For this purpose it is required that the Shareholder provides a document(s) certifying the original purchase price of the Shares Affected by the Call Option Right and the amount of the related costs (for example, a certificate issued by the Shareholder's securities account manager).

Please attach the document(s) (or if you have purchased the Shares Affected by the Call Option Right for different prices, different documents) certifying the purchase price of the Shares Affected by the Call Option Right and the amount of the related costs (for example, a certificate issued by the Shareholder's securities account manager)). Such document(s) must be submitted together with the Shareholder Declaration, otherwise Raiffeisen Bank Zrt. will act in accordance with the general rules of tax deduction.

In the case that the Shareholder is an individual, and he is not able to certify the amount of the purchase price paid for the Shares Affected by the Call Option Right, then the Purchase Price will be deemed as profit and Raiffeisen Bank Zrt. will deduct from the Purchase Price payable to the Shareholder for his Shares Affected by the Call Option Right 25% personal income tax.

7. Declaration regarding the Act LXVI of 1998 on Health Care Contribution (as amended) (the "*Health Care Contribution Act*")

I declare that I am an individual qualifying as domestic private individual as defined by section 4 (u) of Act LXXX of 1997 on the beneficiaries of social security and private pension and the cover for such services: ____.

The Shareholder should only proceed and complete this point if he or she is an individual qualifying as domestic private individual provided that the conditions mentioned below are met.

I declare that I have already reached or that I expect that I will reach the upper limit of health care contribution payment, which is HUF 450,000, in accordance with the Health Care Contribution Act: ____

This declaration must be given in accordance with the Health Care Contribution Act, as amended by any amendments of the Health Care Contribution Act as promulgated on the date of this Shareholder Declaration.

If the Shareholder makes this declaration, Raiffeisen Bank Zrt. will not deduct the 14% health care contribution. Otherwise, Raiffeisen Bank Zrt. will deduct 14% health care contribution on the basis of the capital gains realised by the Shareholder as provided for by laws.

8. By delivering, via his securities account manager, the Shares Affected by the Call Option Right to the FCH Securities Account, the Shareholder gives his consent that his personal data included in the Shareholder Declaration may be forwarded by Raiffeisen Zrt. to FCH and the Company.

9. By signing the Shareholder Declaration, the Shareholder acknowledges that the right to claim the Purchase Price from FCH or the Company elapses upon the earlier of (i) the transfer of such Purchase Price to Court Deposit (which will be the case if the Shareholder fails to submit a Sufficiently Completed Shareholder Declaration within 6 months following the last day of the Delivery Period and the conditions of the transfer to the Court Deposit are established) or (ii) the elapsing of the right to claim the Purchase Price due to passing of time in accordance with applicable Hungarian law.
10. Please sign the Shareholder Declaration below.

Dated: [month] _____ [day] _____, 2007

.....
Signature of Shareholder

If you sign this document on behalf of a legal entity, please provide information with respect to your name and position.

Name of organisation: _____

Name of signatory: _____

Position: _____

Name of signatory: _____

Position: _____

If you act as a proxy, please attach your Power of Attorney and please provide the following information:

Name of the proxy: _____

Address of the proxy: _____

Please check if you have fully completed and signed this Shareholder Declaration. We request you to submit this Shareholder Declaration and its attachments to the locations specified in Annex 2 in person, by courier, by a proxy, by fax or by post. Should you fail to submit a Sufficiently Completed Shareholder Declaration, the procedures in Section 3 of the Statement shall apply.

In the case of any questions or queries related to the Shareholder Declaration please contact:

Raiffeisen Bank Zrt.

Mailing address: H-1054 Budapest, Akadémia u. 6. (addressed to Raiffeisen Bank, Department of Securities)

Phone number: (36-1) 484-4358

Fax number: (36-1) 484-4444 (addressed to Raiffeisen Bank, Department of Securities)

E-mail: info@raiffeisen.hu

Attachments:

Please mark which documents you attached to the Shareholder Declaration:

1. Certificate issued by the securities account manager of the Shareholder on the transfer of the Shares Affected by the Call Option Right to the FCH Securities Account held with Raiffeisen Bank Zrt. (KELER account number 0319/000294) _
2. Certificate on the tax domicile of the Shareholder: _
3. Official Translation of the certificate on the tax domicile: _
4. Certificate on the original purchase price of the Shares Affected by the Call Option Right and related costs (for example, a certificate issued by the Shareholder's securities account manager): _
5. If a proxy is acting on behalf of the Shareholder, a Power of Attorney duly signed by the Shareholder: _

Sample for Power of Attorney

Undersigned,

Name/company name: _____

Address/registered seat: _____

Mother's full maiden name: _____

ID card No./registration number or tax No.: _____

hereby authorize

Name/company name: _____

Address/registered seat: _____

Mother's full maiden name: _____

ID card No./registration number or tax No.: _____

to act on my behalf and to represent me with respect to FCH, the Company, Raiffeisen Bank Zrt. and third persons in relation to the exercise of the Call Option Right by **First Chemical Holding Vagyonkezelő Korlátolt Felelősségű Társaság** (registered seat: 1053 Budapest, Károlyi Mihály utca 12., company registration number: Cg.01-09-873980) for the shares of **BorsodChem Nyrt.** (H-3700 Kazincbarcika, Bólyai tér 1.) not held by First Chemical Holding Vagyonkezelő Korlátolt Felelősségű Társaság.

Dated: _____, [month] _____ [day] _____, 2007

Shareholder

Name of signatory (use block capitals):

Position:

I hereby accept the power of attorney:

Proxy

Name of signatory (use block capitals):

Position:

Annex 2

List of Locations to which Shareholder Declarations can be submitted

Submission by:	Address:
Post or courier:	Addressee: Raiffeisen Bank Zrt. Securities Department 1054 Budapest, Akadémia u. 6.
Fax:	Addressee: Raiffeisen Bank Zrt. Securities Department Fax: (+ 36 1) 484 4444
Personally:	The following branches of Raiffeisen Bank Zrt. (please note the opening hours): 1011 Budapest, Batthyány tér 5-6. 1054 Budapest, Akadémia u. 6. 1061 Budapest, Andrássy út 1. 1085 Budapest, Üllői út 36. 9021 Győr, Arany János u. 28-32. 6000 Kecskemét, Kisfaludy u. 5. 3527 Miskolc, Bajcsy Zsilinszky u. 2-4. 4400 Nyíregyháza, Kossuth tér 7. 6720 Szeged, Széchenyi tér 15. 8000 Székesfehérvár, ALBA PLAZA Palotai út 1. 9700 Szombathely, Fő tér 36. 7621 Pécs, Bajcsy Zsilinszky u. 11.