



Petrokemija PLC, Fertilizer Company
Aleja Vukovar 4, 44320 Kutina, Croatia
Ordinary stock PTKM-R-A ISIN HRPTKMRA0005
LEI 74780000U0FHQRSAX069
Members State: Republic of Croatia
Listed on the Zagreb Stock Exchange Official Market
Notice pursuant to the Capital Market Act

Pursuant to the provisions of Article 277 of the Companies Act and Article 13 of the Articles of Association of Petrokemija Plc, on 15 April 2021 the Management Board of PETROKEMIJA Plc passed the decision on convening and hereby invites you to participate in the work of

THE ANNUAL GENERAL MEETING OF PETROKEMIJA Plc

to be held on 9 June 2021 (Wednesday) at 12 o'clock

at Petrokemija Plc headquarters in Kutina, Aleja Vukovar 4

The Agenda of the Annual General Meeting is proposed as follows:

1. Opening the Annual General Meeting and checking the list of participants
2. The 2020 annual financial statements, as formulated by the Management Board and the Supervisory Board, and the Management Board's annual report on the Company's status
3. The Supervisory Board's report on the Supervision of Company Business Management
4. Decision on using the Company's profit
5. Decision on granting discharge to the Management Board and Supervisory Board members:
A – decision on granting discharge to the Management Board members
B – decision on granting discharge to the Supervisory Board members
6. Decision on approving the 2020 Report on Remuneration for the Management Board and Supervisory Board Members
7. Decision on appointing the 2021 auditor

DRAFT DECISIONS

Under item 4, the Management Board and the Supervisory Board propose that the Annual General Meeting make the decision as follows

Ad. 4. Pursuant to Article 275, in conjunction with Article 220 of the Companies Act (Official Gazette Nos. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15 and 40/19) and Article 27 of the Articles of Association, the Annual General Meeting of Petrokemija Plc hereby makes the following

DECISION
on using the Company's profit

Article 1

After-tax profit generated in the business year ended 31 December 2020, in the amount of **HRK 265,001,070.15** shall be distributed as follows:

- 1) the amount of HRK 176,871,992.99 to cover the remaining part of the loss carried forward from 2018,
- 2) the amount of HRK 4,406,453.86 (5% of realised profit after taxes) to legal reserves,
- 3) the remaining amount of HRK 83,722,623.30 to retained earnings.

Article 2

This decision shall enter into force on the date of its adoption.

Under item 5, the Management Board and the Supervisory Board propose that the Annual General Meeting make the decisions as follows:

Ad. 5. A – Pursuant to Article 276 of the Companies Act (Official Gazette Nos. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15 and 40/19) and Article 27 of the Articles of Association, the Annual General Meeting of Petrokemija Plc hereby makes the following

DECISION on granting discharge to the Management Board members

Article 1

It has been established that the Management Board members of Petrokemija Plc managed the Company's business operations in 2020 in accordance with the legislation and the Articles of Association. Therefore, the Management Board members are hereby granted discharge.

Article 2

This decision shall enter into force on the date of its adoption.

Ad. 5. B – Pursuant to Article 276 of the Companies Act (Official Gazette Nos. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15 and 40/19) and Article 27 of the Articles of Association, the Annual General Meeting of Petrokemija Plc hereby makes the following

DECISION on granting discharge to the Supervisory Board members

Article 1

It has been established that the Supervisory Board members of Petrokemija Plc performed the duties and responsibilities assumed by the Supervisory Board members in 2020 in accordance with the legislation and the Articles of Association. Therefore, the Supervisory Board members are hereby granted discharge.

Article 2

This decision shall enter into force on the date of its adoption.

Under item 6, the Management Board and the Supervisory Board propose that the Annual General Meeting make the decision as follows:

Ad. 6. Pursuant to Article 276.a of the Companies Act (Official Gazette Nos. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15 and 40/19) and Article 27 of the Articles of Association, the Annual General Meeting of Petrokemija Plc hereby makes the following

DECISION

on approving the 2020 Report on Remuneration for the Management Board and Supervisory Board Members

Article 1

The 2020 Report on Remuneration for the Management Board and Supervisory Board Members, as read by the Company's Management Board on 6 April 2021, is hereby approved.

Article 2

This decision shall enter into force on the date of its adoption.

Under item 7, the Supervisory Board proposes that the Annual General Meeting make the decision as follows:

Ad. 7. Pursuant to Article 275, paragraph 1, item 5 of the Companies Act (Official Gazette Nos. 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 125/11, 152/11, 111/12, 68/13, 110/15 and 40/19) and Article 27 of the Articles of Association, the Annual General Meeting of Petrokemija Plc hereby makes the following

DECISION

on appointing Petrokemija's 2021 auditor

Article 1

KPMG Croatia d.o.o. from Zagreb is appointed Petrokemija's 2021 auditor.

Article 2

This decision shall enter into force on the date of its adoption.

All Company shareholders are entitled to take part and vote in the Annual General Meeting provided they send their written applications for participation to the Company's Management Board by 2 June 2021.

Applications for participation are submitted to the Office of the Management Board of Petrokemija Plc, Aleja Vukovar 4, Kutina. A shareholder of the Company shall be any legal entity registered in the Book of Shares as of 2 June 2021, according to the list compiled by the Central Depository and Clearing Company Inc at the end of that business day.

Shareholders – natural persons may be represented at the Annual General Meeting by their proxies with a power of attorney certified by a notary public.

Shareholders – legal entities shall have a power of attorney signed by an authorised person and certified by stamp; the power of attorney shall be drawn up on the official stationery of the said legal entity and shall contain the data from Article 21 of the Companies Act.

The materials for the Annual General Meeting can be inspected at Legal Affairs, Administration Building of Petrokemija Plc, Aleja Vukovar 4, Kutina, on business days (Mondays to Fridays) from 8 a.m. to 2 p.m., after the notice of the call is published. The materials are also available on the Company's website, www.petrokemija.hr, where the data will be published within the meaning of Article 280.a of the Companies Act.

In accordance with Article 277, paragraph 4 of the Companies Act, the shareholders are informed as follows:

– shareholders who together have shares amounting to the twentieth part of the Company's share capital have the right to request that an item be put on the Annual General Meeting Agenda and that their request be published. Such a request has to be supported by an explanation and a draft decision, and it has to be submitted to the Company at least 30 days before the Annual General Meeting, excluding the day of the receipt of the request in the Company;

– each shareholder has the right to put forward a counter-proposal to the draft decision presented to the Annual General Meeting by the Company's Management Board and/or Supervisory Board. This includes the shareholders' proposal for the appointment of a Supervisory Board member or the appointment of Company's auditors. The Company has to receive such a request at least 14 days before the Annual General Meeting (whereby not exercising this right does not result in the loss of the right to put forward a counter-proposal at the Company's Annual General Meeting). The Company's Management Board shall forward such request, provided it has been submitted within the defined period, to all persons referred to in Art. 281 of the Companies Act, except in cases referred to in Art. 282, paragraph 2 and Art. 283 of the Companies Act;

– each shareholder has the right to request that the Company's Management Board provide information about the Company's business at the Annual General Meeting, if such information is necessary for their assessment of issues on the Annual General Meeting Agenda, except in cases provided for in Art. 287, paragraph 2 of the Companies Act.

Registration of participants in the Annual General Meeting will take place on 9 June 2021 at the entrance to the Administration Building of Petrokemija Plc, Aleja Vukovar 4, Kutina, from 10 a.m. to 11.30 a.m. inclusive. After that time, registration will not be possible. The investors (shareholders) are asked to register in time.

If the quorum requirements, as required by the provisions of the Company's Articles of Association, are not met at the regular Annual General Meeting, the new session of the Annual General Meeting with the same agenda and the same draft decisions will take place on 16 June 2021 (Wednesday) at 12 o'clock.

This call for the regular Annual General Meeting will be published on the website of the court register managed by the Commercial Court in Zagreb, on the website of the Zagreb Stock Exchange (www.zse.hr), via HINA, on the website of the Croatian Financial Services Supervisory Agency (www.hanfa.hr) and on the Company's website (www.petrokemija.hr).

The official language of the Annual General Meeting shall be Croatian. This call has been published in both Croatian and English, with Croatian text as the official version.

Every shareholder or their representative or proxy shall bear the cost of their participation in the Company's Annual General Meeting.

Petrokemija PLC

Phone: 044 647 270

e-mail: uprava@petrokemija.hr

web: www.petrokemija.hr