



Fertilizer Company
Aleja Vukovar 4, 44320 Kutina, Croatia

Ordinary share PTKM-R-A ISIN HRPTKMRA0005
Listed on the Official Market of the Zagreb Stock Exchange
Notice pursuant to the Capital Market Act

On January 26, 2011, pursuant to the provisions of Article 277 of the Companies Act and Article 13 of Articles of Association of Petrokemija, d.d., the Board of Petrokemija decided on convening and inviting you to participate in the

GENERAL ASSEMBLY of Petrokemija, d.d.

**on Thursday, March 10, 2011 at 12.00 hours at the headquarters of Petrokemija, d.d.
in Kutina, Aleja Vukovar 4**

Proposed for the General Assembly is the following

A g e n d a:

1. Opening of the General Assembly and establishing the list of participants;
2. Decision on the recall of the Supervisory Board members;
3. Decision on the election of Supervisory Board members;
4. Decisions on:
 - A - Termination of the mandate of a Supervisory Board member
 - B - Election of a Supervisory Board member
5. Decision on amendments to the Articles of Association

PROPOSALS OF DECISIONS

The Company Supervisory Board proposes to the General Assembly to adopt the following resolutions:

Pt – 2

Based on Article 275 of the Companies Act, the General Assembly of Petrokemija, d.d. has reached the following

**DECISION
ON RECALL OF SUPERVISORY BOARD MEMBERS**

Article 1

Members recalled from the Supervisory Board of Petrokemija, d.d. are as follows:

- Iva Galić, Zagreb, Lopatinečka 9
- Vikica Pleše, Zagreb, Braće Domany 2

- Goran Kralj, Zagreb, Jurja Dalmatinca 7 7
- Mario Radaković, Zagreb, Ohridska 31
- Mijo Šepak, Husain, Frana Krste Frankopana 48

Article 2

This Decision shall enter into force upon its adoption.

Pt – 3

Based on Article 275 of the Companies Act, the General Assembly of Petrokemija, d.d. has reached the following

DECISION
ON ELECTION OF THE SUPERVISORY BOARD MEMBERS

Article 1

Members elected to the Supervisory Board of Petrokemija, d.d. are as follows:

- Miroslav Golub, MS in Oil Mining, PhD, Zagreb, Severinska 9
- Zlatan Kuljiš MS Econ., Zagreb, Hrelićka 69
- Mijo Šepak, MS in Traffic Eng., Husain, Frana Krste Frankopana 48
- Goran Kralj, MS, Zagreb, Jurja Dalmatinca 7
- Mario Radaković, MS in Mathematics, Zagreb, Ohridska 31

Article 2

This Decision shall enter into force upon its adoption.

Pt – 4.

Based on Article 275 of the Companies Act, the General Assembly of Petrokemija, d.d. has reached the following

DECISION
ON THE ELECTION OF SUPERVISORY BOARD MEMBER

Article 1

A - It has been established that as of March 28, 2011, the four-year term membership in the Supervisory Board of member, Željko Klaus from Husain, P. Zrinskog 31, is expiring.

B – Elected as member of the Supervisory Board of Petrokemija, d.d. is:

- Željko Klaus, el. mech. for el.-energ. facilities, Husain, P. Zrinskog 31

Article 2

This Decision shall enter into force upon its adoption, and the term of the elected member begins on March 29, 2011.

Under Pt 5, the Management and Supervisory Boards propose to the General Assembly to adopt the following resolution:

Pt – 5

In accordance with article 301 of the Companies Act and Article 38 of the Petrokemija Articles of Association - complete / revised / text of 01 July 2010, the Company General Assembly by a special qualified majority brings the following

DECISION
ON AMENDING THE ARTICLES OF ASSOCIATION

Article 1

The following activity shall be added to the Articles of Association of Petrokemija, d.d. - complete / revised / text of 01 July 2010. to Article 6, stating the scope of registered business activities:

* Supply of gas.

Article 2

This Decision shall enter into force upon its adoption and is valid from its entry in the court register.

Explanation of agenda items:

Pt – 1

Explanation unnecessary

Pt – 2 and Pt – 3

In accordance with the Conclusion of the meeting of Government of Croatia held on November 19, 2010, the General Assembly proposed the revocation of former members of the Supervisory Board, Iva Galić, Vikica Pleše, Mijo Šepak, Mario Radaković and Goran Kralj. Based on the procedure for administrative competition, election of new members of the Supervisory Board, Miroslav Golub, Zlatan Kuljiš, Mijo Šepak, Mario Radaković and Goran Kralj, has been proposed.

Pt – 4

The term of Supervisory Board member Željko Klaus expires on 28 March 2011, and since by that time no meeting of the General Assembly is expected, the election of the Supervisory Board member is proposed, upon the expiry of the current mandate.

Pt – 5

Existing activities are supplemented by the new activity.

All shareholders of the Company have the right to attend and vote at the General Assembly, provided they have applied for their participation to the Management Board in writing not later than March 4, 2011.

Applications for participation are to be sent to the Petrokemija, d.d Headquarters, Aleja Vukovar 4, 44 320 Kutina, Croatia.

Shareholders – proxies may represent natural persons at the General Assembly with power of attorney certified by a notary public or by an authorized person at the Legal Department, Headquarters Building of Petrokemija, d.d., Aleja Vukovar 4, Kutina, 8:00 to 12:00 hours on weekdays.

Shareholders - legal entities shall have the authority to represent signed by an authorized person on a stamped stationary paper of that legal entity that contains information pertinent to Article 21 of the Companies Act.

Insight into the materials for the General Assembly can be had in the Company Finance and Controlling Department, Ulica Kralja Petra Krešimira IV, Kutina, from 8.00 to 14.00 every work day (Monday to Friday), starting from the date of publication of the call. The materials can also be found at the Company www.petrokemija.hr site, where the data will be published in accordance with Article 280.a of the Companies Act.

In accordance with Article 277.pt (4) of the Companies Act, we would like to inform the shareholders as follows:

- Shareholders who jointly hold shares worth twentieth part of the Company share capital shall have the right to request that an item is put on the General Assembly agenda and that the request is made public. Such a request must have an explanation and the proposal for decision and must be received by the Company at least 30 days before the General Assembly meeting; the day of the receipt of the request by the Company is not counted in his period;

- Each shareholder has the right to file a counterproposal to the decision proposal given to the General Assembly by the Company Management and / or Supervisory Board, including the proposal of shareholders for the election of members of the Supervisory Board or the appointment of company auditors. Such a request must be received by the Company at least 14 days before the General Assembly (where non-use of this right does not result in the loss of the right to put counterproposals to the General Assembly). If such request is made within this period, the Company will submit the request to all persons mentioned in Art. 281 of the Companies Act, except in cases of Art. 282, §2 and Art. 283 of the Companies Act;
- Each shareholder has the right to request information from the Management Board at the General Assembly about the affairs of the Company if it is necessary to judge issues on the agenda of the General Assembly, except in cases specified in Art. 287 § 2 of the Companies Act.

The registration of the General Assembly participants will take place at the entrance to the Petrokemija, d.d. Headquarters, Aleja Vukovar 4, Kutina, from 10.00 to 11.30 hours on 10 March 2011, after which registration will not be possible. The investors (shareholders) are kindly asked to register on time.

If at the regular annual General Assembly the requirements in respect of the quorum stipulated by the Articles of Association are not met, the new session of the General Assembly with the same agenda and the same decisions proposal will be held on Thursday, 24 March 2011 at 12.00 hours.

This call for the regular General Assembly shall be published in the Official Gazette, at the websites of the Zagreb Stock Exchange (www.zse.hr) by HINA, the internet site of the Croatian Agency for Supervision of Financial Services (www.hanfa.hr) and the Company website (www.petrokemija.hr).

Any shareholder or their agent or representative, shall bear the costs of their participation in the General Assembly.

Petrokemija d.d. Kutina
Fertilizer Company
Aleja Vukovar 4, 44320 Kutina
Phone: +385 44 647 270
Fax: + 385 44 680 882
e-mail: uprava@petrokemija.hr
web: www.petrokemija.hr