



Petrokemija, Plc. 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

Pursuant to the provisions of Article 277 of the Companies Act and Article 13 of the Articles of Association of Petrokemija, d.d., on 7 February 2017 the Management Board of Petrokemija, d.d. passed a decision on the convocation and invites you to participate in the work of

**EXTRAORDINARY GENERAL MEETING of Petrokemija, d.d.  
on Thursday 23 March 2017 at 12.00 hours at the Petrokemija, d.d. headquarters in Kutina,  
Aleja Vukovar 4**

The General Meeting proposes the following

Agenda :

1. Opening of the Extraordinary General Meeting and checking the attendance list;
2. The decision on the election of member of the Supervisory Board;

**DECISION PROPOSALS**

**Ad - 2. Under item 2.** The Supervisory Board proposes to the General Meeting to adopt the following decision:

Pursuant to Article 275, paragraph 1, item 1, with reference to Articles 256 paragraph 1 and 280, paragraph 3 of the Companies Act (Official Gazette no. 111/93, 34/99, 52/00, 118/03, 107/07, 146/08, 137/09, 152/11, 111/12, 68/13 and 110/15), the General Meeting of Petrokemija, d.d. passes the following

**DECISION  
ON THE ELECTION OF SUPERVISORY BOARD MEMBER**

Article 1

The Supervisory Board of Petrokemija, d.d. has elected as its member:

ROBERT BLAŽINOVIĆ, OIB 26915343198, Prenjska ulica 10, 10000 Zagreb, for a four (4)-year-term.

Article 2

This Decision shall enter into force upon its adoption.

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All Company shareholders are entitled to take part and vote at the extraordinary General Meeting provided they send in their applications for participation in writing to the Company Management Board by 17 March 2017.

Applications for participation are submitted to the Board Office of Petrokemija, d.d. Aleja Vukovar 4, Kutina.

A shareholder of the Company shall be any legal entity registered in the Book of Shares as at 17 March 2017, according to the list compiled by the Central Depository and Clearing Company at the end of business hours on that day.

Shareholders – natural persons may be represented at the extraordinary General Meeting by their proxies with full powers of attorney certified by a notary public or by an authorized person in the Department of Legal Affairs, Headquarters Building of Petrokemija, d.d., Aleja Vukovar 4, Kutina, weekdays 8:00 to 12:00 a.m.

Shareholders – legal entities shall have the power of attorney signed by an authorized person and certified by a stamp made out on the official stationery of the said entity, containing the data from Article 21 of the Companies Act.

An insight into the materials for the extraordinary General Meeting can be made in the Company Board Office Aleja Vukovar 4, Kutina (Headquarters Building), from 8:00 to 14:00 hours on business days (Monday to Friday), starting from the date of publication of the call. The materials are also available on the Company website, [www.petrokemija.hr](http://www.petrokemija.hr), where the data will be published in accordance with Article 280a 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 share capital have the right to require an item to be placed on the extraordinary General Meeting Agenda and their request to be announced. Such a request must have an explanation and a decision proposal and must be received by the Company at least 30 days before the extraordinary General Meeting, excluding the day of the receipt of the request by the Company;

– Each shareholder has the right to submit a counter proposal to the decision proposal which was given to the extraordinary General Meeting by the Company Management Board and / or Supervisory Board. This includes the proposal of shareholders for appointment of a Supervisory Board member or the appointment of Company auditors. The Company must receive such a request at least 14 days before the extraordinary General Meeting (where not using this right does not result in the loss of the right to put up the counter proposal at the extraordinary General Meeting of the Company). If the request is made within this period, the Management Board of the Company shall submit such request to all persons referred to in Art. 281 of the Companies Act, except in cases of Art. 282, paragraph 2 and Art. 283 of the Companies Act;

– Each shareholder has the right to request information about the affairs of the Company from the Company Management Board at the extraordinary General Meeting if it is necessary for their assessment of issues on the agenda of the General Meeting, except in cases provided for in Art. 287, paragraph 2 of the Companies Act.

**The registration of participants of the extraordinary General Meeting** will take place on 23 March 2017 in the lobby of the Headquarters Building of Petrokemija, d.d., Aleja Vukovar 4, Kutina, from **10.00 to 11.30 inclusive**, after which registration will not be possible. The investors (shareholders) are asked to register on time.

If the requirements of the quorum at the extraordinary General Meeting, required by the provisions of the Company Articles of Association are not met, the new session of the extraordinary General Meeting with the same agenda and the same decision proposals will take place on Thursday, 6 April, 2017, starting at 12.00 hours.

This call for the extraordinary General Meeting will be published in the Official Gazette, and posted on the website of the Zagreb Stock Exchange ([www.zse.hr](http://www.zse.hr)), via HINA, on the website of the Croatian Agency for Supervision of Financial Services ([www.hanfa.hr](http://www.hanfa.hr)) and on the Company website ([www.petrokemija.hr](http://www.petrokemija.hr)).

Each shareholder or their representative or proxy, shall bear the cost of their participation in the work of extraordinary General Meeting.

Petrokemija, d.d.

Phone: +385 44 647 270

Fax: + 385 44 680 882

e-mail: [uprava@petrokemija.hr](mailto:uprava@petrokemija.hr)

Web: [www.petrokemija.hr](http://www.petrokemija.hr)