



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

### **INVITATION TO SUBMIT INDICATION OF INTEREST TO SUBSCRIBE FOR NEW ORDINARY SHARES OF PETROKEMIJA, Plc. (THE INVITATION)**

Following the Decision of the Croatian Government of 24 September 2015, on authorizing the adoption of the Decision on conducting capital increase in cash, assets and rights of Petrokemija, Plc. Kutina (Petrokemija or the Issuer) at the General Meeting (<https://vlada.gov.hr/UserDocsImages//Sjednice/2015/256%20sjednica%20Vlade//256%20-%2019.pdf>), the Management Board of Petrokemija hereby invites all interested potential investors to indicate their interest, within 21 days, in the subscription of new shares of Petrokemija by deposits in cash, assets and rights.

In accordance with the Revised Program of Restructuring and Financial Consolidation of Petrokemija 2015-2019 (Revised Program), and in view of the satisfactory business results of Petrokemija Group in the January-June 2015 period, the Board is continuing the implementation of the set restructuring plan, the prerequisite for whose further implementation is recapitalization during the forthcoming period. The Board also believes that, in order to continue normal operations and carry out the restructuring plan, the recapitalization should be optimally conducted either by payment for new shares in cash or by exchange of debt to creditors for equity share in Petrokemija.

The Board of Petrokemija invites investors who are interested in subscribing for shares by payment in cash, to indicate their interest in participating by filling in Appendix 1.

The Board of Petrokemija also publicly invites all investors to state in writing their interest in entering in the share capital of the Issuer by deposits in assets (Appendix 2) and the owners of claims against the Issuer interested in exchange of their claims for shares of the Issuer (Appendix 3).

Every investor or creditor must state the assets or claims and amounts (in part or in full) that they intend to enter into the share capital of the Issuer as well as the number of shares that they are willing to exchange them for.

After the indication of interest, an auditor will assess the value of assets and / or claims that are to be deposited into the capital of the Issuer.

The maximum number of new shares by which the share capital of the Issuer can be increased will be determined depending on the results of the above activities. The investors who have expressed their willingness to participate in the transaction by deposits in cash will sign the subscription form (Subscription Form), while creditors who wish to participate in the transaction by entering the

assets and / or rights will, in addition to the Subscription Form, sign an agreement on entering the assets and / or rights into the share capital (Agreement).

The Management and the Supervisory Board shall convene the General Meeting of the Issuer with the proposal of adopting the decision on the Issuer's share capital increase (with the exclusion of the pre-emptive right of the existing shareholders and the approval to the acquirers of the Issuer's new shares to acquire voting shares without the obligation to publish a takeover bid) by deposits in cash, and the decision on share capital increase of the Issuer by deposits in assets and rights (the Decision).

In the Invitation to the Issuer's General Meeting are defined as follows:

- Investors who participate in the share capital increase of the Issuer by cash payment
- Investors and the list of their assets, entered as stake in the share capital of the Issuer
- Creditors and their claims, entered as stake in the share capital of the Issuer

and the price at which payments in cash / the conversion are executed.

In order to implement the Revised Restructuring Program, the Management Board intends to allow the subscription of the new shares exclusively to those potential investors who will pay the amount of not less than EUR 100,000.00 in HRK equivalent for the subscribed new shares. The Board intends to propose to the General Meeting the use of exception as indicated in Article 351, paragraph 1, item 3 of the Capital Market Act and conduct a public offering of the New Shares without prior publication of a Prospectus for the New Shares issue.

Should the increase in share capital pursuant to the Decision be successfully completed, the Management Board of the Company will undertake all actions required to have the Issuer's New Shares listed on the regulated market of the Zagreb Stock Exchange for trading, after the Issuer's share capital has been incorporated in the register of the competent commercial court.

The New Shares of the Issuer will give their holders the same rights as all other shares issued by the Issuer.

In accordance with the above, we invite you to consider the subscription of the Issuer's New Shares, and to inform us about your interest by completing and signing an appropriate statement of indication of interest for subscription of New Shares of the Issuer (hereinafter: the Statement) attached to this Invitation. To avoid any doubt, the Management Board of the Issuer specifically points out to all recipients of this Invitation that signing the Statement is not considered as subscription for the Issuer's New Shares, and that thereby the Issuer does not assume any obligation to enable the Statement provider to subscribe for New Shares. The Statement provider will have to pay for the Issuer's new shares when and if

- (1) the Decision has been adopted and
- (2) the Statement provider has signed and submitted to the Issuer the Subscription Form, and the Statement provider – investor in assets and / or rights – also the Agreement.

In their Statement, the providers will indicate the exact number of New Shares that they intend to subscribe and pay for and the tender price, provided that the amount paid is not less than EUR 100,000.00 in kuna equivalent.

The received Statement will be taken into account:

- (1) if it meets the form contained in the Appendix to this Invitation,
- (2) if the Statement expresses the intention to subscribe for not less than EUR 100,000.00 of New Shares in HRK equivalent and

(3) if the Statement is submitted to Petrokemija via e-mail at IR@petrokemija.hr or fax number +385 (0)44 / 680 882, not later than October 23, 2015 at 14.00 hrs Central European time when the period of collecting the intent to subscribe for New Shares terminates.

The Board of the Issuer reserves the right to terminate the entire process or to exclude any Statement provider from it at any time before the Decision is adopted and without stating the reason.

All those considering giving the Statement are advised by the Issuer to previously refer to the publicly available information on the operations of the Issuer published on the Issuer ([www.petrokemija.hr](http://www.petrokemija.hr)) and the Zagreb Stock Exchange ([www.zse.hr](http://www.zse.hr)) websites.

Source:

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**APPENDIX 1**  
**INDICATION OF INTEREST TO SUBSCRIBE FOR NEW ORDINARY SHARES OF**  
**THE ISSUER, PETROKEMIJA, Plc. BY PAYMENT IN CASH**

All terms in this Statement written with initial capital letter that are not defined in this Statement and unless otherwise defined, shall have the same meaning as assigned to them in the Invitation of 2 October 2015.

With this Statement, we indicate our intention to subscribe

\_\_\_\_\_ (in words \_\_\_\_\_) of  
New Shares of the Issuer

at a price of HRK \_\_\_\_\_ (in words \_\_\_\_\_)  
per one new ordinary share of the Issuer,

for which we agree to pay the total amount of HRK \_\_\_\_\_ (in words  
\_\_\_\_\_) in cash.

Additional comments:

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We agree with all the terms indicated in the Invitation.

\_\_\_\_\_  
(Name of Subscriber's authorized person in capital letters) (Signature of Subscriber's authorized person)

In \_\_\_\_\_ (place), \_\_\_\_\_ 2015 (date)

**APPENDIX 2**

**INDICATION OF INTEREST TO SUBSCRIBE FOR NEW ORDINARY SHARES OF THE ISSUER, PETROKEMIJA, Plc. BY DEPOSITS IN ASSETS, i.e. BY ENTERING ASSETS INTO THE SHARE CAPITAL**

All terms in this Statement written with initial capital letter that are not defined in this Statement and unless otherwise defined, shall have the same meaning as assigned to them in the Invitation of 2 October 2015.

With this Statement, we indicate our intention to subscribe

\_\_\_\_\_ (in words \_\_\_\_\_) of  
New Shares of the Issuer

at a price of HRK \_\_\_\_\_ (in words \_\_\_\_\_)  
per one New Ordinary Share of the Issuer,

for which we agree to pay the total amount of HRK \_\_\_\_\_ (in words  
\_\_\_\_\_) in assets.

The above-mentioned assets that we are willing to enter into the Issuer's share capital and thus participate in the subscription and payment of the Issuer's New Shares, consist of:

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\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

Additional comments:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

We agree with all the terms indicated in the Invitation.

\_\_\_\_\_  
(Name of Subscriber's authorized person in capital letters) (Signature of Subscriber's authorized person)

In \_\_\_\_\_ (place), \_\_\_\_\_ 2015 (date)

**APPENDIX 3**

**INDICATION OF INTEREST TO SUBSCRIBE FOR NEW ORDINARY SHARES OF THE ISSUER, PETROKEMIJA, Plc. BY DEPOSITS IN RIGHTS, i.e. BY ENTERING CLAIMS INTO THE SHARE CAPITAL**

All terms in this Statement written with initial capital letter that are not defined in this Statement and unless otherwise defined, shall have the same meaning as assigned to them in the Invitation of 2 October 2015.

With this Statement, we indicate our intention to subscribe

\_\_\_\_\_ (in words \_\_\_\_\_) of  
New Shares of the Issuer

at a price of HRK \_\_\_\_\_ (in words \_\_\_\_\_)  
per one New Ordinary Share of the Issuer,

for which we agree to pay the total amount of HRK \_\_\_\_\_ (in words \_\_\_\_\_) in rights.

The above-mentioned right that we are willing to invest in the share capital of the Issuer and thus participate in the subscription and payment of the Issuer's New Shares is based on:

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\_\_\_\_\_

Additional comments:

\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_  
\_\_\_\_\_

We agree with all the terms indicated in the Invitation.

\_\_\_\_\_.  
(Name of Subscriber's authorized person in capital letters) (Signature of Subscriber's authorized person)

In \_\_\_\_\_ (place), \_\_\_\_\_ 2015 (date)