



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

In line with the provisions of Article 277 of the Companies Act and Article 13 of the Statute of Petrokemija, Plc., on March 29, 2012 the Company Management Board made a decision on calling a meeting of, and is inviting you to participate in the

GENERAL ASSEMBLY of Petrokemija, Plc.

**on Thursday, 17 May 2012 at 12.00 hrs at Petrokemija, Plc. Headquarters in Kutina,
Aleja Vukovar 4**

The proposed agenda of the Assembly is as follows:

Agenda:

1. Opening of the General Assembly and establishing list of participants;
2. Annual financial reports for 2011, after having been approved by the Management and Supervisory Board and Management Review on the Company status;
3. Supervisory Board Report;
4. Decision on use of profit;
5. Decision on dismissal notes to members of Management and Supervisory Board:
A – Decision on dismissal notes to members of Management Board;
B – Decision on dismissal notes to members of Supervisory Board;
6. Decision on recall of Supervisory Board members;
7. Decision on appointment of Supervisory Board members;
8. Decision on remuneration of Supervisory Board members;
9. Decision on appointment of auditors for 2012;
10. Decision on amendments of the Statute.

DECISION PROPOSALS

In Item 4, the Management and Supervisory Board propose to the General Assembly to pass the following decision:

Ad – 4

In line with Article 275 of the Companies Act, the General Assembly of Petrokemija, Plc. passes the

DECISION
ON USE OF PROFIT

Article 1

the actual operational profit for year 2011, in the amount of HRK 107,825,181.80 is fully distributed to partly cover the loss carried forward from year 2009.

Article 2

This decision becomes effective on the date of its passing.

In Item 5 the Management and Supervisory Boards propose to the General Assembly to pass decisions as follows:

Ad – 5

A – In line with Article 276 of the Companies Act, the General Assembly of Petrokemija, Plc. is passing the following

DECISION
ON GIVING DISMISSAL NOTES TO MANAGEMENT BOARD MEMBERS

Article 1

It was established that Members of the Board of Petrokemija.d.d were running the business of the Company in accordance with the Law and Statute, so they are given a dismissal note.

Article 2

This decision becomes effective on the date of its passing.

B - In line with Article 276 of the Companies Act, the General Assembly of Petrokemija, Plc. is passing the following

DECISION
ON GIVING DISMISSAL NOTES TO SUPERVISORY BOARD MEMBERS

Article 1

It was established that Members of the Supervisory Board of Petrokemija.d.d performed the jobs in their sphere of responsibility in 2011 in accordance with the Law and Statute, so they are given a dismissal note.

Article 2

This decision becomes effective on the day of its passing.

In Item 6, Supervisory Board proposes to the General Assembly the passing of decision as follows:

Ad – 6

In line with Article 275 of the Companies Act, the General Assembly of Petrokemija, Plc. is passing the following

DECISION ON RECALL OF SUPERVISORY BOARD MEMBERS

Article 1

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

- Miroslav Golub, Zagreb, Severinska 9
- Zlatan Kuljiš, Zagreb, Hrelićka 69
- Goran Kralj, Zagreb, Jurja Dalmatinca 7
- Mijo Šepak, Husain, Frana Krste Frankopana 48.

Article 2

This decision becomes effective on the day of its passing.

In Item 7, the Supervisory Board proposes to the General Assembly the passing of decision as follows:

Ad – 7

On the basis of Article 275 of the Companies Act, the General Assembly of Petrokemija, Plc. passes the following

DECISION ON THE ELECTION OF SUPERVISORY BOARD MEMBERS

Article 1

Elected as members of the Petrokemija, Plc. Supervisory Board are as follows:

- Ivan Nekvapil, Kutina, Kolodvorska 43
- Marija Bilman, Novska, A. Šenoje 1
- Sonja Ivoš, Prelog, Jug III/2c
- Ivan Majstrovčić, Kutina, Ul. Bana Jelačića 16a
- Tihomir Novotni, Zagreb, Hrvatskog Sokola 81

Article 2

This decision becomes effective on the day of its passing.

In Item 8, the Management and Supervisory Board propose to the General Assembly the passing of decision as follows:

Ad – 8

In line with Article 269 of the Companies Act, the General Assembly of Petrokemija, Plc. passes the following

DECISION ON AMOUNT AND CALCULATION OF SUPERVISORY BOARD MEMBERS' REMUNERATION

Article 1

The members of the Supervisory Board will be paid a net monthly amount of HRK 2,000.00 as remuneration for their work.

Petrokemija, Plc. is under obligation to pay all legally provided taxes and contributions for the said amount.

Article 2

The payment of the amount from Article 1 of this Decision will be calculated and paid to the Supervisory Board members' bank accounts by the Finance and Controlling Department during the month for the previous one.

Article 3

This decision becomes effective on the day of its passing.

In Item 9, the Supervisory Board proposes to the General Assembly the passing of decision as follows:

Ad – 9

In line with Article 275, paragraph 1, point 4 of the Companies Act, the General Assembly of Petrokemija, Plc. passes the following

DECISION ON THE APPOINTMENT OF AUDITORS FOR PETROKEMIJA, Plc. FOR 2012

Article 1

BDO Croatia d.o.o. from Zagreb, Trg J. F. Kennedyja 6b, are appointed auditors of Petrokemija, Plc. for 2012.

Article 2

This decision becomes effective on the day of its passing.

In Item 10, the Supervisory Board proposes to the General Assembly the passing of decision as follows:

Ad – 10

In line with Article 301, of the Companies Act and Article 38 paragraph 1 of the Statute of Petrokemija, Plc. – full/revised/text of March 10, 2011 the General Assembly of Petrokemija, Plc. passes the following

DECISION on amendmends to the Statute

Article 1

The statute of Petrokemija, Plc. - complete / revised / text of 10 March 2011, Article 6 is changed as follows:

- Activities are deleted as follows:

26.82 Manufacture of other non-metal products NEI
28.75.2 Manufacture of metal products
40 Electricity, gas, steam and hot water supply
41 Collection, treatment and distribution of water
50 Motor vehicles trade and repair
60.10.2 Railway traction
65.2 Other financial mediation
70 Real estate

72 Computer and related activities
73.1 Exploration and development in science, techn. and tehnol. fields
80.42 Adult and other education NEI
90 Disposal of waste water, garbage disposal, etc.
92.7 Other recreational activities, NEI
* Shipping and agency services in road transport

- Activities are added as follows:

- * Testing the quality of fertilizers and soil conditioners
- * Gas trading
- * Storing of oil and oil products
- * Production of thermal energy
- * Thermal energy supply
- * Forwarding activity
- * Transport for own account
- * Railway transport services
- * Railway infrastructure management services
- * Development of technological, mechanical, electrical and construction designs and measurement and control designs
- * Expert reports, surveys and studies
- * Monitoring air quality
- * Monitoring emissions of air pollutants from stationary sources
- * Checks of the measuring system for continuous monitoring of emissions of air pollutants from stationary sources
- * Sampling and testing water
- * Testing of the physical and chemical properties of waste
- * Laboratory analyses of soil
- * Production of decarbonized, demineralised, cooling and drinking water
- * Supply of drinking water
- * Sewage and wastewater treatment
- * Repair of metal products, machinery and equipment
- * Installation of industrial machinery and equipment
- * Organization of a building project
- * Construction of pipelines for liquids and gases
- * Construction of installations for electricity and telecommunications
- * Electrical works
- * Installations of power, sewers and gas lines and installation of heating and air conditioning
- * Installation, repair and maintenance of elevators and escalators

Article 2

In Article 20, paragraph 2 is amended so that the new paragraph 2 reads as follows:

"Republic of Croatia - The Agency for State Property Management shall appoint two (2) members of the Supervisory Board and it is entitled to this authority as long as it holds twenty percent (20%) of the share capital."

Article 3

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

Explanation of the Agenda items:

Ad-1

Explanation unnecessary.

Ad-2 and Ad-3

The Supervisory Board approved the financial statements, prepared by the Management Board in line with Article 300a of the Companies Act. Accordingly, it is understood that, in line with Article 300d of the Companies Act, they were accepted by both the Management and Supervisory Board. Therefore, these reports are given for information to the General Assembly.

Ad-4

The Company annual financial statements for 2011 established a profit in business and the General Assembly has to make a decision according to the law.

Ad-5

In line with Article 276 of the Companies Act, in giving the dismissal notes to the Management and Supervisory Board, the General Assembly gives its approval of the way the Company was managed by the Management and Supervisory Board in 2011.

Ad-6 and Ad-7

In line with the Conclusions of the Croatian Government at the meeting held on February 29, 2012, the proposal is submitted to the General Assembly for recall of the existing Supervisory Board members, Mijo Šepak, Goran Kralj, Miroslav Golub and Zlatan Kuljiš and appointment of new members Ivan Nekvapil, Marija Bilman, Sonja Ivoš, Ivan Majstrovic and Tihomir Novotni.

Ad-8

In line with Article 269 of the Companies Act and the Statute of Petrokemija, Plc., with due consideration for the restrictions prescribed by the Government of Republic of Croatia with regard to the remuneration amount of supervisory board members in companies with majority ownership of the State through shares, the General Assembly herewith determines the amount of remuneration to Supervisory Board members up to the prescribed rate.

Ad-9

The appointment of the auditor for 2012 is proposed according to the references and successful work of the proposed auditor.

Ad-10

The existing activities are amended by new ones. The name of the biggest shareholder is changed.

All shareholders of the Company are entitled to attend and vote at the General Assembly if they have submitted their application for participation to the Management Board in writing until May 11, 2012. Applications for participation are to be sent to the Head Office of Petrokemija, Plc., Aleja Vukovar 4, Kutina.

Shareholders - physical persons - may be represented at the General Assembly 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, Plc., Aleja Vukovar 4, Kutina, weekdays 8:00 to 12:00 a.m. Shareholders - legal entities - shall have the authority to represent 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 General Assembly can be made in Finance and Controlling Department of the Company, Ulica Kralja Petra Krešimira IV, Kutina, from 8:00 to 14:00 hrs every work day (Monday to Friday) starting on the date of publication of the call. The materials are also available on the Company web site, www.petrokemija.hr where the data will be published in accordance with Article 280a of the Companies Act.

In accordance with Article 277.§. (4) of the Companies Act, the shareholders are advised as follows:

- Shareholders who together have a share amounting to the twentieth part of the Company share capital have the right to require an item to be placed on the agenda of the General Assembly and their request to be announced. Such a request must have an explanation and proposal for decision and must be

received at the Company at least 30 days before the General Assembly, 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 General Assembly by the Management Board of the Company and / or Supervisory Board. This includes the proposal of shareholders for the election of a member of the Supervisory Board or the appointment of company auditors. Such a request must be received by the Company not later than 14 days before the General Assembly (where not using this right does not result in the loss of the right to put up the counter proposal at the General Assembly 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 § (2) and Art. 283 of the Companies Act;
- Each shareholder has the right to request to get information from the Company's Management Board at the General Assembly about the affairs of the Company if it is necessary to consider issues on the agenda of the General Assembly, except in cases provided for in Art. 287, paragraph (2) of the Companies Act.

The registration of participants of the General Assembly will take place on May 17, 2012, in the hall of the Headquarters Building of Petrokemija, Plc., Aleja Vukovar 4, Kutina, from 10.00 to 11.30 inclusive, after which registration will not be possible. The investors (shareholders) are requested to register on time. If the requirements of the quorum at the regular annual General Assembly, required by the provisions of the Statute of the Company are not met, the new session of the General Assembly with the same agenda and the same draft decisions will take place on Thursday, June 14, 2012, starting at 12.00 hours. This call for the regular General Assembly will be published in the Official Gazette, and posted on the website of the Zagreb Stock Exchange (www.zse.hr), via e-HINA, on the website of the Croatian Agency for Supervision of Financial Services (www.hanfa.hr) and on the website of the Company (www.petrokemija.hr). Every shareholder or their representative or proxy, shall bear the cost of their participation in the General Assembly.

Source:

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