



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

Petrokemija, Plc., (hereinafter: the Company) received on 24 April 2012 this

### **COUNTER PROPOSAL**

to the decision proposal under item 9 of the agenda of the General Assembly convened for 17 May 2012, which was submitted by the shareholder SOCIETE GENERALE - SPLITSKA BANKA D.D. / For Allianz ZB d.o.o. for AZ OMF, R. Boškovića 16, 21000 Split.

The Counter proposal is as follows: "KPMG Croatia d.o.o. from Zagreb, I. Lučića 2a/17 is proposed as the auditor of the Company."

Shareholder's Reasons:

"We believe that the proposed auditor BDO Croatia d.o.o. has been doing audits of Petrokemija, Plc. continuously for eight years now and in accordance with corporate practice, we propose the change of the Company auditor for 2012. We believe that the proposed change is necessary in order to better determine the facts in the Company, and the proposed auditor as one of the most experienced auditors in Croatia has certainly that to offer.

The counter proposal relates to:

148 064 ordinary shares of Petrokemija, Plc., ticker symbol PTKM-RA, ISIN: HRPTKMRA0005 (account at SKDD 4666461 AZ OMF; TIN: 59,318,506,371)."

In accordance with Article 281 of the Companies Act, the counter proposal of the shareholder was published on 25 April 2012 on the web site of the Company ([www.petrokemija.hr](http://www.petrokemija.hr)) and was on the same day delivered to ZSE, HANFA, to SRPI, HINA and for publication in the Official Gazette.

It is available to the shareholders in the Company headquarters.

Source:

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