



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

On July 29 2014, pursuant to the provisions of Article 277 of the Companies Act and Article 13 of Articles of Association of Petrokemija, Plc., the Board of Petrokemija, Plc. adopted a decision on convening and is inviting you to participate in the

**GENERAL MEETING of
of PETROKEMIJA, Plc. to be held at 12.00 hours on Tuesday, 9 September 2014 at the
Company Headquarters in Kutina, Aleja Vukovar 4**

Proposed for the General Assembly is the following

A g e n d a:

1. Opening of the General Meeting and establishing the list of participants
2. Establishing mandate termination of an appointed member and decision on appointment of a new Supervisory Board member
3. Decision on amendments to the Articles of Association

DECISION PROPOSALS

Under Item 2, the Company Supervisory Board proposes to the General Meeting to adopt the following decision:

Based on Article 256 of the Companies Act (OG No. 152/11, revised text, 111/12 and 68/13), the General Meeting of Petrokemija, Plc. has adopted the following

DECISION

on appointment of a Supervisory Board member

Article 1

1. It was established that the mandate for elected Supervisory member, Tomislav Radoš, PhD terminated on 29 July 2014, due to his resignation on grounds of a new appointment incompatible with his membership in the Supervisory Board.

2. Tomislav Pokaz, BE, from Zagreb, Martičeva 46 was appointed member of the Supervisory Board for a mandate of four years. Mr. Pokaz is Head of Sector for Industrial Competitiveness at the Ministry of Economy

Article 2

This Decision shall enter into force upon its adoption.

Under Item 3, the Management and Supervisory Board propose to the General Meeting to adopt the following decision:

“Pursuant to Article 301 of the Companies Act (OG No. 152/11 – revised text, 111/12 and 68/13), the Company General Meeting passes a

DECISION on amendments to the Articles of Association

Article 1

In Article 6 of the Articles of Association – revised text of 20 May 2014, next to the existing ones, the following activity shall be added to the scope of business activities:

- * transportation of hazardous substances

Article 2

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

All Company shareholders have the right to attend and vote at the General Meeting provided they have applied for their participation to the Management Board in writing not later than 3 September 2014. Applications for participation are to be sent to the Petrokemija, d.d Head Office, Aleja Vukovar 4, 44 320 Kutina, Croatia.

A Company shareholder is every legal subject registered in the Register of Shares on September 3, 2014, according to the list drawn up by the Central Depository and Clearing Company at the end of working hours of the day.

Shareholders – natural persons may be represented at the General Meeting by proxies with power of attorney certified by a notary public or by an authorized person at the Legal Department, Headquarters Building of Petrokemija, Plc., Aleja Vukovar 4, Kutina, from 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 Meeting can be had in the Company Finance and Controlling Department, Ulica Kralja Petra Krešimira IV, Kutina, from 8.00 to 14.00 hrs every business day (Monday to Friday), starting from the date of publication of the Invitation. The materials can also be found at the Company website 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 for an item to be put on the General Meeting agenda and the request to be made public. Such a request must have an explanation and decision proposal and must be received by the Company at least 30 days before the General Meeting; the day of the receipt of the request by the Company is not included in his period;

- Each shareholder has the right to submit a counterproposal to the decision proposal given to the General Meeting by the Company Management and/or Supervisory Board, including the proposal of shareholders for the appointment of a member of the Supervisory Board or of company auditors. Such request must be received by the Company at least 14 days before the General Meeting (not exercising this right does waive one the right to put counterproposals to the General Meeting). If such request is made within the said period, the Company will submit the request to all persons mentioned 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 from the Management Board at the General Meeting about the affairs of the Company if it is necessary to judge issues on the General Meeting agenda, except in cases specified in Art. 287 paragraph 2 of the Companies Act.

The registration of the General Meeting participants will take place in the lobby of Petrokemija, Plc. Headquarters, Aleja Vukovar 4, Kutina, **from 10.00 to 11.30 hours** on 9 September 2014, after which registration will not be possible. The investors (shareholders) are kindly asked to register on time.

If quorum requirements at the regular annual General Meeting, stipulated by the Articles of Association, are not met, the new session of the General Meeting with the same agenda and the same decision proposals will be held at 12.00 hours on Tuesday, 16 September 2014.

This Invitation to the regular General Meeting will be published in the Official Gazette, at the websites of the Zagreb Stock Exchange (www.zse.hr) by HINA, at 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 proxy, shall bear the costs of their participation in the General Meeting.

Source:

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