

REPUBLIC OF CROATIA

Notary Public

Mato Medić

Kutina, Trg kralja Tomislava 7

No. OU-101 / 2017-2

Discussed on 23 March 2017 (the twenty third of March two thousand seventeen) in Kutina, on the business premises (headquarters) of Petrokemija, Plc., Fertilizer Company, in Kutina, Aleja Vukovar 4, starting at 12.00 hours (twelve hours), (according to the announcement, the General Meeting was supposed to start at 12,00 hrs.) -----

I, Notary Public, Mato Medić, based in Kutina, Trg kralja Tomislava 7, came at the request of PETROKEMIJA, Plc. Fertilizer Company to the Company Headquarters at Kutina, Aleja Vukovar 4, in order to prepare the Minutes of the General Meeting of that public limited company, entered into the court register of the Commercial Court in Zagreb, registry insert with company number (MBS) 080004355, taxpayer number (OIB) 24503685008.

It is established that at the Company General Meeting were present as follows:-----

I. Supervisory Board, comprising of members as follows:-----

1. Mijo Šepak, OIB 38512309032, Husain, Frana Krste Frankopana 48, SB President
2. Ladislav Turčinović, OIB 69430525230, Sveti Petar u Šumi, Jukini 81, SB member
3. Marijan Kuprešak, OIB: 53756130078, Osijek, Vijenac Murse 2, SB member
4. Željko Klaus, OIB 86607606361, Husain, Petra Zrinskog 31, SB member.

It is established that the members of the Supervisory Board, referred to in items 1 and 3, i.e. Mr. Mijo Šepak and Mr. Marijan Kuprešak are present (absent members of the Supervisory Board are Ladislav Turčinović and Željko Klaus who, according to the President of the Supervisory Board, Mr. Mijo Šepak, excused themselves from today's session of the General Meeting), -----

II. Management Board, made up of the following members: -----

1. Đuro Popijač, OIB 07944363524, Rakitje, Školska 41, President of the Board, and --
2. Nenad Zečević, OIB 44075813905, Kutina, Miroslava Krleže 8, member of the Board -----

It is established that all the members of the Board referred to in items 1 and 2, i.e. Mr. Đuro Popijač and Mr. Nenad Zečević are present -----

III. Shareholders or shareholders' representatives (proxies) given in the Participants List attached below, -----

IV. Mr. Goran Aparac, BL - Head of Legal Affairs of the Company, and-----

Mr. Mijo Šepak, who I know by name and in person, as the President of the Supervisory Board, opened the Company General meeting at 12.00 hrs (twelve hours) and took the chair.-----

Namely, pursuant to Art. 29, paragraph 1 sentence 1 of the PETROKEMIJA, Plc. Articles of Association, whose full (revised) text in line with Art. 303, paragraph 1 of the Companies Act (OG 111/93, 34/99, 121/99, 52/00, 118/03, 107/07, 146/08, 137/09, 152/11 –

revised text, 111/12 and 68/13), as defined by the Company Supervisory Board on 12 May 2016 (the twelfth of May two thousand sixteen), the General Meeting is chaired by the Company Supervisory Board President. -----

The General Meeting chair, Mr Mijo Šepak stated that the notice on convocation of today's General Meeting, together with the Agenda, was published on the website of the court register on 10 February 2017 (the tenth of February two thousand seventeen), i.e. in the file of the Commercial Court in Zagreb, No RJ-17/1451-1 .-----

The notice of 10 February 2017 (the tenth of February two thousand seventeen) published on the website of the court register, whose copy is attached to these Minutes, includes the following

Agenda

1. Opening of the Extraordinary General Meeting and checking the attendance list; ----
2. Decision on election of a Supervisory Board member -----

Furthermore, in the same notice, decision proposals are listed as follows:

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 in conjunction with 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, Plc. adopts the following

DECISION ON ELECTION OF SUPERVISORY BOARD MEMBER

Article 1

As a member of Supervisory Board of Petrokemija, Plc. is elected:

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

Article 2

This Decision shall enter into force on the day of its adoption.

Furthermore, in the notice of 10 February 2017 (the tenth of February two thousand seventeen) published on the website of the court register, it is stated as follows: -----

"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, 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, Plc., 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 posted on the website of the Zagreb Stock Exchange (www.zse.hr), via HINA, on the website of the Croatian Agency for Supervision of Financial Services (www.hanfa.hr) and on the Company website (www.petrokemija.hr).-----

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

Furthermore, it is established that the management of the company in a notice of 22 March 2017 (the twenty-second March two thousand seventeen), published on the website of the court register on that day, announced amendments to the agenda, file R3-17/3520-1 of Commercial Court in Zagreb, attached to these Minutes, which in its entirety reads as follows:

"PETROKEMIJA, Plc.
MANAGEMENT BOARD
No: OD-112/2017.
Kutina, 20.03.2017

Pursuant to Article 277 of the Companies Act and Article 13 of the Articles of Association of Petrokemija, Plc. on 7 February 2017 the Management Board of Petrokemija, Plc. passed the decision on the convocation and extended an invitation to participate in the

EXTRAORDINARY GENERAL MEETING OF PETROKEMIJA, PLC.

to be held on 23 March 2017 (Thursday) at 12.00 hours at the headquarters of Petrokemija, Plc. Kutina, Aleja Vukovar 4
The General Meeting has the following proposed

A g e n d a:

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

Subsequently, the shareholder Republic of Croatia, represented by its legal representative Sale and Restructuring Center (CERP), referring to article 280, paragraph 1 of the Companies Act submitted a letter to the Management Board, Class: 943-06/17-05/14; No: 360-05/04-2017-6, of 16 March 2017 requesting a supplement to the agenda of the Extraordinary General Meeting of Petrokemija, Plc., Fertilizer Company, Kutina scheduled for 23 March 2017, so that point 3 is added to the published agenda, which reads:

"Decision on reimbursement of travel expenses to Supervisory Board members"

The new agenda of the Extraordinary General Meeting would read:

A g e n d a:

1. Opening of the Extraordinary General Meeting and checking the attendance list;
2. Decision on election of a Supervisory Board member;
3. Decision on reimbursement of travel expenses to the Supervisory Board members.

Next to the proposal of amendment to the agenda a decision proposal for a new agenda item was submitted to read as follows:

"Ad 3

**DECISION ON
REIMBURSEMENT OF TRAVEL EXPENSES TO SUPERVISORY BOARD MEMBERS**

Article 1

Reimbursement of travel expenses is granted to all Supervisory Board members who travel distances greater than 10 km from their residence to the venue of the Supervisory Board meeting.

The reimbursement is granted for the use of private car for business purposes up to the highest non-taxable amount of reimbursement for this kind of transportation, pursuant to Income Tax Regulations.

According to a special decision of the General Meeting, the reimbursement of travel expenses in line with this decision does not exclude the right of Supervisory Board members to remuneration for their work in the Supervisory Board.

Article 2

The reimbursement of travel expenses is approved by the Management Board and calculated and paid to the Supervisory Board members' accounts by the Finance and Controlling in the current month for the previous month.

Article 3

This Decision shall enter into force on the day of its adoption.

Explanation

The Company Articles of Association stipulate the right of Supervisory Board members to remuneration, but not to the compensation of travel expenses for their work in the Supervisory Board. Thus, this Supervisory Board members' right must be regulated by the decision of the General Meeting."

Everything else in the previously published call for Extraordinary General Meeting remains unchanged.

Board President:

Đuro Popijač, MS, mp"

A copy of the proposal of the Sale and Restructuring Center, Class: 943-06/17-05/14, Reg. No: 360-05/04-2017-6 of 16 March 2017 (the sixteenth of March two thousand seventeen) for the amendment to the agenda of today's session of the General Meeting is attached to these Minutes -----

The Chairman of the General Meeting, Mr. Mijo Šepak, read out the agenda scheduled for today's General Meeting of the Company, including the above amendment .-----

It is established that there was no opposition to the proposed agenda .-----

After that, the agenda is elaborated as follows: -----

Under Item 1 of the Agenda (Opening of the General Meeting and checking the attendance list) -----

The Chairman of the General Meeting, Mr. Mijo Šepak, noted that today's session of the General Meeting was represented by 10,865,395 (ten million eight hundred and sixty-five thousand three hundred and ninety-five) shares / votes out of a total of 12,871,180 (twelve million eight hundred and seventy-one thousand one hundred and eighty) shares / votes, which makes 84.42% of the Company share capital and that thus the quorum requirements for today's General Meeting were met .-----

Namely, according to Art.31, paragraph 1 of the Company Articles of Association, the General Meeting can pass valid decisions if the present shareholders or their proxies have each or together shares whose nominal value exceeds fifty percent (50%) of the amount of the share capital at the time of the General Meeting. .-----

After that, the Meeting Chairman, Mr Mijo Šepak signed the List of Participants, attached to these Minutes and gave it to the participants for perusal.

The participants were informed that the discussions at today's General Meeting would be audio-recorded by the notary public to facilitate the notary public activities (preparing the Minutes). However, each of the participants in the discussion could ask for their discussion not to be recorded.-----

It is to be pointed out that the chairman of the General Meeting, Mr Mijo Šepak determined that the voting on all items of the Agenda will be, pursuant to Art. 30 sub-paragraph 7 of the Articles of Association, conducted in the following manner: -----

Upon arrival at the General Meeting each shareholder registers and gets their notebook (tablet). The distribution of notebooks is done in such a way that each shareholder, upon registration of their arrival receives a definite number /code of the notebook at the registration desk. Thus, each shareholder gets a notebook containing the exact number of shares that they have and that is attached in the base to their name and the number of shares. -----

After the registration of all shareholders is closed, and after the completed base is entered in the system for voting (in which all the questions and all items on the agenda have already been entered), the voting can begin by announcement of the quorum. -----

In the voting procedure, the Company General Meeting chairperson announces voting on a certain agenda item: a slide, associated with this voting with available options is shown on the screen (for - against). .-----

The shareholders vote by pressing the chosen option (FOR - AGAINST) on their tablets. The chairperson observes the number of information / votes on the screen and after some ten seconds, once the shareholders have sent their votes - the chairperson closes collecting of votes. In a second or two, the system calculates the votes and displays it as a new slide on the screen, in a table including categories (for - withheld - against - total - did not vote) with the number of votes for each category.-----

After that, the chairperson announces the results of the voting.-----

Where necessary, ad-hoc entering of counter proposals or additional items for voting is possible, i.e. it is provided for by the electronic system.-----

It should be noted that Mr Mladen Ostrički of VOBCO, Varaždin, Zagrebačka 61/IV, the company in charge of electronic collecting and processing the votes at today's General Meeting of the Company, explained the method of voting, i.e. the procedure each shareholder (proxy) should follow when voting.-----

After that, the Meeting moved on to the next item of the Agenda.-----

Under Item 2 of the Agenda (Decision on election of a Supervisory Board member) -----

Under this item of the agenda for today's Company General Meeting no specific written material was submitted.-----

There was no discussion on this Agenda Item.-----

The Chairman of the General Meeting, Mr. Mijo Šepak, put to vote the following decision proposal:-----

"Pursuant to Article 275 paragraph 1 item 1, in conjunction with 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, Plc. adopts the following -----

DECISION
ON ELECTION OF SUPERVISORY BOARD MEMBER

Article 1

As a member of Supervisory Board of Petrokemija, Plc. is elected:

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

Article 2

This Decision shall enter into force on the day of its adoption.

After the voting, the Chairman of the General Meeting, Mr. Mijo Šepak, announced that the draft decision was adopted with the following voting results:

Present at the Meeting	10,865,395	votes
representing	84.42%	of share capital
Number of given votes	10,830,310	votes
representing	84.14%	of share capital
Number of FOR votes	10,830,310	100.0000% votes
Number of AGAINST	0	0.0000% votes
votes		
Withheld	35,085	votes

It was established that there was no expressed opposition to the decision.-----

Thereafter, the meeting moved on to the next agenda item.-----

Under Item 3 of the Agenda (Decision on remuneration of travel expenses to Supervisory Board members)

Under this Agenda Item of today's General Meeting it was submitted in writing as follows:-----

Proposal of the Sale and Restructuring Center, Class: 943-06/17-05/14, Reg.No: 360-05/04-2017-6 of 16 March, 2017 (the sixteenth of March two thousand seventeen)-----

There was no discussion under this agenda item.

The Chairman of the General Meeting, Mr. Mijo Šepak, put to vote the following proposal of:-----

**DECISION ON
REIMBURSEMENT OF TRAVEL EXPENSES TO SUPERVISORY BOARD
MEMBERS**

Article 1

Reimbursement of travel expenses is granted to all Supervisory Board members who travel distances greater than 10 km from their residence to the venue of the Supervisory Board meeting.

The reimbursement is granted for the use of private car for business purposes up to the highest non-taxable amount of reimbursement for this kind of transportation, pursuant to Income Tax Regulations.

According to a special decision of the General Meeting, the reimbursement of travel expenses in line with this decision does not exclude the right of Supervisory Board members to remuneration for their work in the Supervisory Board.

Article 2

The reimbursement of travel expenses is approved by the Management Board and calculated and paid to the Supervisory Board members' accounts by the Finance and Controlling in the current month for the previous month.

Article 3

This Decision shall enter into force on the day of its adoption."

After the voting, the Chairman of the General Meeting, Mr. Mijo Šepak, announced that the draft decision was adopted with the following voting results:

Present at the Meeting	10,865,395	votes
representing	84.42%	of share capital
Number of given votes	10,831,365	votes
representing	84.15%	of share capital
Number of FOR votes	10,831,365	100.0000% votes
Number of AGAINST votes	0	0.0000% votes
Withheld	30,030	votes

It was established that there was no expressed opposition to the decision.-----

Thereafter, the meeting moved on to the next agenda item.-----

After the elaboration of the Agenda, the Chairman of the General Meeting, Mr. Mijo Šepak, closed the Company General meeting at 12,25 hours.-----

Attached to the Minutes are: -----

- List of Participants (2 pages) -----
- Announcement published on the website of the court register on 10 February 2017 (the tenth of February two thousand seventeen), i.e. in the file of the Commercial Court in Zagreb No R3-17/1451-1-----

No. OU-101 / 2017-2

- Announcement of 22 March 2017 (the twenty-second of March two thousand seventeen) published on the website of the court register, amendmend to the Agenda, file R3-17/3520-1 of the Commercial Court in Zagreb-----

- Proposal of the Sale and Restructuring Centre, class: 943-06/17-05/14, reg.no.> 360-05/04-2017-6 of 16 March 2017 (the sixteenth of March two thousand seventeen).-----

The engrossment of these Minutes is issued in three copies for the Company (at the Company's request), and for the Commercial Court in Zagreb. In line with Articles 25 and 38 of the Regulation on Temporary Notary Tariff, a notary public reward of HRK 2,320.00 + VAT 25% was charged. Notary public fee in line with tar. no. 3 pt. 1 and tar. no. 1 pt. 4 of the Notary Publics Act is HRK 140.00 (HRK 40.00 for request + HRK 100.00 for Minutes preparation)

Notary Public

(stamp of Notary Public Mato Medić, Kutina, Republic of Croatia)

Mato Medić

Petrokemija, Plc.

Kutina, Aleja Vukovar 4, OIB: 24503685008

Date: 23 March 2017

Extraordinary General Meeting 2017

Participants List

No	Proxy – Shareholder	Design. in CCDC	Town	Street and No.	No.of votes	Ticker
1	RAC ZVONKO CCDC/REPUBLIC OF CROATIA	9379460	ANDRIJASE VCI ZAGREB	N. TESLE 13	10,277,975 10,277,975	PTKM-R-A
2	KOVAČ IZVOR		ZAGREB	RADMANOVAČKA 18	399,932	
	SG-SB D.D./AZ OMF CATEGORY B	4666461	SPLIT	RUĐERA BOŠKOVIĆA 16	399,932	PTKM-R-A
3	BREITENBACH-VLAŠIĆ ROMANA		DARUVAR	V. NAZORA 3	152,853	
	PBZ D.D. STATE STREET CLIENT ACCOUNT	9103201-2	ZAGREB	RADNIČKA CESTA 50	82,700	PTKM-R-A
	PBZ D.D. STATE STREET CLIENT ACCOUNT	9103201-2	ZAGREB	RADNIČKA CESTA 50	35,085	PTKM-R-A
	PBZ D.D.CLIENT CUSTODIAN ACCOUNT	3694194	ZAGREB	RADNIČKA CESTA 50	30,168	PTKM-R-A
	PBZ D.D./CN LTD.	2088878	ZAGREB	RADNIČKA CESTA 50	4,900	PTKM-R-A
4	BILUŠIĆ JELENA		ZAGREB	GAJŠČAK 55	34,030	
	ZAGREBAČKA BANKA D.D./STATE STREET BANK AND TRUST COMPANY BOSTON	8513880-2	ZAGREB	TRG BANA JOSIPA JELAČIĆA 10	17,450	PTKM-R-A
	ZAGREBAČKA BANKA D.D./STATE STREET BANK AND TRUST COMPANY BOSTON	8513880-2	ZAGREB	TRG BANA JOSIPA JELAČIĆA 10	16,580	PTKM-R-A
5	POPČEVIĆ MIJO	8952779	ZBJEGOVAČ A	ŠKOLSKA 74	287	PTKM-R-A
6	FRANCETIĆ BORIS	8925372	KUTINA	P. PRERADOVIĆA 4	212	PTKM-R-A
7	GLIBO IVICA	5675642	KUTINA	A. MIHANOVIĆA 65	106	PTKM-R-A

Total present votes: 10,865,395

Share of present votes out of the total amount of shares with voting rights: 84.42%

Amount of shares with voting rights: 12,871,180 Nominal value of shares:

No	Proxy – Shareholder	Design. in CCDC	Town	Street and No.	No.of votes	Ticker
Amount of treasury shares:				PTKM-R-A	HRK 30.00	

Total amount of shares: 12,871,180

Chairman

Mijo Šepak

MINISTRY OF JUSTICE OF REPUBLIC OF CROATIA

Court Register

Text of the Announcement

PETROKEMIJA, Plc.
THE BOARD
No: OD-78/2017.
Kutina, 07.02.2017

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

Article 2

This Decision shall enter into force upon its adoption.

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 10 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 10 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, 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 16 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, 30 March, 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), via HINA, on the website of the Croatian Agency for Supervision of Financial Services (www.hanfa.hr) and on the Company website (www.petrokemija.hr).

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

President of the Board

Đuro Popijač, MS m.p.

MINISTRY OF JUSTICE OF REPUBLIC OF CROATIA

Court Register

Text of the Announcement

"PETROKEMIJA, Plc.
MANAGEMENT BOARD
No: OD-112/2017.
Kutina, 20.03.2017

Pursuant to Article 277 of the Companies Act and Article 13 of the Articles of Association of Petrokemija, Plc. on 7 February 2017 the Management Board of Petrokemija, Plc. passed the decision on the convocation and extended an invitation to participate in the

EXTRAORDINARY GENERAL MEETING OF PETROKEMIJA, PLC.

to be held on 23 March 2017 (Thursday) at 12.00 hours at the headquarters of Petrokemija, Plc. Kutina, Aleja Vukovar 4
The General Meeting has the following proposed

A g e n d a:

1. Opening of the Extraordinary General Meeting and checking the attendance list;
2. Decision on election of a Supervisory Board members of.

Subsequently, the shareholder Republic of Croatia, represented by its legal representative Sale and Restructuring Center (CERP), referring to article 280, paragraph 1 of the Companies Act submitted a letter to the Management Board CLASS: 943-06/17-05/14; No: 360-05/04-2017-6, of 16 March 2017 requesting a supplement to the agenda of the Extraordinary General Meeting of Petrokemija, Plc., Fertilizer Company, Kutina scheduled for 23 March 2017, so that in point 3 is added to the published agenda, which reads:

"Decision on reimbursement of travel expenses to Supervisory Board members"

The new agenda of the Extraordinary General Meeting would read:

A g e n d a:

1. Opening of the Extraordinary General Meeting and checking the attendance list;
2. Decision on election of a Supervisory Board member;
3. Decision on reimbursement for travel expenses to the Supervisory Board members.

Next to the proposal of amendment to the agenda was submitted and a decision proposal for a new agenda item to read as follows:

"Ad 3

DECISION ON
REIMBURSEMENT OF TRAVEL EXPENSES TO SUPERVISORY BOARD MEMBERS

Article 1

Reimbursement of travel expenses is granted to all Supervisory Board members who travel distances greater than 10 km from their residence to the venue of the Supervisory Board meeting.

The reimbursement is granted for the use of private car for business purposes up to the highest non-taxable amount of reimbursement for this kind of transportation, pursuant to Income Tax Regulations.

According to a special decision of the General Meeting, the reimbursement of travel expenses in line with this decision does not exclude the right of Supervisory Board members to remuneration for their work in the Supervisory Board.

Article 2

The reimbursement of travel expenses is approved by the Management Board and calculated and paid to the Supervisory Board members' accounts by the Finance and Controlling in the current month for the previous month.

Article 3

This Decision shall enter into force on the day of its adoption.

Explanation

The Company Articles of Association stipulate the right of Supervisory Board members to remuneration, but not to the compensation of travel expenses for their work in the Supervisory Board. Thus, this Supervisory Board members' right must be regulated by the decision of the General Meeting."

Everything else in the previously published call for Extraordinary General Meeting remains unchanged.

President of the Board:

Đuro Popijač, MS, mp "

CERP - Restructuring and Sale Center

Class: 943-06/17-05/14

Reg.No: 360-05/04-2017-6

Zagreb, 16 March, 2017

PETROKEMIJA d.d.
Attn. Company Board
Aleja Vukovar 4
44320 KUTINA

SUBJECT: Amendments to Agenda of Extraordinary General Meeting of Petrokemija, Plc. Fertilizer Company, convened for 23 March 2017
- request, submitted

Pursuant to Article 280, paragraph 1 of the Companies Act, Republic of Croatia - represented by the legal attorney, Restructuring and Sale Centre (hereinafter: CERP) - as member of Petrokemija, Plc. Company (hereinafter: the Company), having a total of 10,277,975 shares or 79.85% of the Company's share capital, proposes an amendment to the Agenda of the Company Extraordinary General Meeting convened for 23 March 2017, by adding Item 3 that reads:

“Adopting the decision on compensation of travel costs to Supervisory Board members”

Ad-3

Decision proposal

**DECISION
ON COMPENSATION OF TRAVEL COSTS TO SUPERVISORY BOARD MEMBERS**

Article 1

Compensation of travel costs is granted to all Supervisory Board members who travel distances greater than 10 km from their residence to the venue of the Supervisory Board meeting. The compensation is granted for the use of private car for business purposes up to the highest non-taxable amount of compensation for this kind of transportation, pursuant to Income Tax Regulations.

According to a special decision of the General Meeting, the compensation of travel costs in line with this decision does not exclude the right of Supervisory Board members to remuneration for their work in the Supervisory Board.

Article 2

The compensation of travel costs is approved by the Management Board and calculated and paid to the Supervisory Board members' accounts by the Finance and Controlling in the current month for the previous month.

Article 3

This decision shall enter into force upon its adoption.

Explanation

The Company Articles of Association stipulate the right of Supervisory Board members to remuneration, but not to the compensation of travel costs for their work in the Supervisory Board. Thus, this Supervisory Board members' right must be regulated by the decision of the General Meeting.

DIRECTOR

Mirko Volarević