



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 d.d., the Company Management Board made a decision on March 8, 2011 on calling a meeting of, and is inviting you to participate in the

**GENERAL ASSEMBLY of Petrokemija d.d.
on Wednesday, 20 April 2011 at 12.00hrs at Petrokemija d.d. Headquarters in Kutina,
Aleja Vukovar 4**

The proposed A G E N D A of the Assembly is as follows:

1. Opening of the General Assembly and establishing list of participants;
2. Annual financial reports for 2010, after having been approved by the Management and Supervisory Board and Management Review on the Company status;
3. Supervisory Board Report;
4. Decision on debt coverage for 2010;
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 remuneration of Supervisory Board members;
7. Decision on appointment of auditor for 2011.

DECISION PROPOSALS

In Item 4, the Management and Supervisory Boards 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 d.d. passes the

**DECISION
ON DEBT COVERAGE FOR 2010**

Article 1

The operating loss of 2010 amounting to HRK 136,105,960.46 is carried over as uncovered to 2011.

Article 2

This decision becomes effective on the day of its passing.

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

A – In line with Article 276 of the Companies Act, the General Assembly of Petrokemija d.d. 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 2010 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.

B - In line with Article 276 of the Companies Act, the General Assembly of Petrokemija d.d. 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 were performing their functions 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, the Management and Supervisory Boards propose to the General Assembly the passing of decision as follows:

Ad – 6

In line with Article 269 of the Companies Act, the General Assembly of Petrokemija d.d. is passing 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 d.d. 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 7, the Supervisory Board propose to the General Assembly the passing of decision as follows:

Ad - 7

On the basis of Article 275, paragraph 1, item 4 of the Companies Act, the General Assembly of Petrokemija d.d. passes the following

DECISION
ON THE APPOINTMENT OF AUDITORS OF PETROKEMIJA d.d. FOR 2011

Article 1

BDO Croatia d.o.o. from Zagreb, Trg J. F. Kennedy 6b, are appointed auditors of Petrokemija d.d. for 2011.

Article 2

This decision becomes effective on the day of its passing.

Explanation of the Agenda points:

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 2010 established a loss in business for 2010 and the General Assembly has to pass a decision on coverage of the loss 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 2010.

Ad-6

In line with Article 269 of the Companies Act and the Statute of Petrokemija d.d. taking in consideration 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-7

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

All shareholders of the Company shall be entitled to attend and vote at the General Assembly if they have submitted their application for participation to the Management Board in writing until April 14, 2011.

Applications for participation are to be sent to the Head Office of Petrokemija d.d, 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 d.d., 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 pm every work day (Monday to Friday) starting from 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 informed 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 at least 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 judge 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 April 20, 2011, at the entrance to 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 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 Wednesday, May 11, 2011, 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.

Chairman of
the Management Board

Josip Jagušć

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