



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

Announcement of the Merger Agreement

In accordance with Article 517 of the Companies Act, the Management Board of PETROKEMIJA, Plc, Aleja Vukovar 4, Kutina, OIB 24503685008 (the Transferee) and RESTORAN PETROKEMIJA, Ltd., Aleja Vukovar 4, Kutina, OIB 11085102484 (the Transferor) give the following

ANNOUNCEMENT

On 10 November 2016 a Merger Agreement was signed between the company RESTORAN PETROKEMIJA, Ltd. (the Transferor) and PETROKEMIJA, Plc. (the Transferee).

The Merger Agreement was received on 11 November 2016 in the Commercial Court in Zagreb under number: R3-16464 / 16.

In the premises of the Transferee in Kutina, the shareholders are allowed access to all documents in accordance with Article 517, paragraph 2 of the Companies Act. The shareholders have the right to view documents on weekdays (Monday - Friday) 9:00 to 11:00 hours and get free copies of the documents.

The Merger Agreement was published on the official website www.petrokemija.hr (<http://www.petrokemija.hr/Portals/0/Financije/JUoPripajanju.pdf>) and can be downloaded from the website free of charge.

Since the Transferee holds all the business shares of the Transferor, this is a specific case of merger, referred to in Article 531 of the Companies Act. Consequently, the merger does not require approval of the General Meeting of the Transferee. The Transferee's shareholders, whose shares together reach at least the twentieth part of the share capital, are entitled to

demand for the General Meeting to be convened, which is to decide on the approval of the merger.

The conducted merger will not result in an increase of the share capital of the Transferee, nor will there be a substitution of shares of the Transferee for the business stake of the Transferor. In accordance with Article 523 of the Companies Act, the creditors of the companies participating in the merger will be given assurance, if they apply for it within six months of publication of the merger entry into the court register in which the company whose creditors they are, is registered. However, they cannot request to have their claims settled. The Transferee's creditors have this right only if they can prove that the merger is a risk to fulfillment of their claims.

PETROKEMIJA, Plc.
RESTORAN PETROKEMIJA, Ltd.

Source:

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