

ANNOUNCEMENT

**BY THE BOARD OF DIRECTORS OF TISZA CHEMICAL GROUP
PUBLIC LIMITED COMPANY**

**ON THE CONVOCAION OF THE COMPANY'S ORDINARY GENERAL
MEETING IN 2011**

The Board of Directors of **Tisza Chemical Group Public Limited Company**
(3581 Tiszaújváros, TVK-Industrial Site, TVK Central Office Building, Lot
number: 2119/3, Building number: 136., Cg. 05-10-000065) notifies the
esteemed shareholders that pursuant the Company

**will hold its ordinary annual general meeting
on (Thursday), April 14, 2011 at 11.00 a.m. in the "Magnolia" Room of
Danubius Health Spa Resort Margitsziget
(1138 Budapest, Margitsziget).**

**The Board of Directors convokes the General Meeting with the following
agenda:**

1. Closing of the business year of 2010:
 - Report of the Board of Directors on the Company's operations during the last business year;
 - The Board of Directors' presentation of the annual financial statements prepared in accordance with the requirement of the Hungarian Accounting Law for the business year of 2010 [that of the parent company and the one consolidated in compliance with International Financial Reporting Standards (IFRS)] and the related business reports and its proposal on the use of the profit after tax.
 - The auditor's report on the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law for the business year of 2010.
 - Report of the Supervisory Board on the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law for the business year of 2010 [that of the parent company and the one consolidated in compliance with International Financial Reporting Standards (IFRS)] furthermore on the related business report and its motion for the distribution of profit and determination of the dividends.
 - Decision on the approval of the annual financial reports for 2010 [that of the parent company and the one consolidated in compliance with International Financial Reporting Standards (IFRS)] and the related business reports and resolution on the distribution of the profit and determination of the dividends.

- Decision on the approval of the Corporate Governance Declaration.
- 2. Appointment of the auditor, determination of its remuneration for the year 2011 and the contents of the essential elements of the contract to be concluded with the auditor.
- 3. Decision on the waiver to be granted to the executive officers according to Section 30 (5) of the Companies Act.
- 4. Dismissal and election of the members of the Board of Directors and determination of their remuneration.
- 5. Dismissal and election of members of the Supervisory Board and determination of their remuneration.
- 6. Election of new employee member of the Supervisory Board and determination of his remuneration.
- 7. Amendment to the Articles of Association regarding the Section 8.9 and 16.5.

The right to propose an addition to the agenda of the General Meeting can be exercised by the shareholders who possess at least one percent of the votes within a period of eight days after the publication of the announcement on the convocation of the general meeting. Shareholders possessing at least one percent of the votes are entitled to put forward also proposals for resolution concerning the items on the agenda.

The general meeting convoked for the announced time will **have quorum** if attended in person or through their authorized representatives by shareholders representing more than half of the voting shares.

In the event the general meeting does **not have quorum**, the Board of Directors will – according to Section 305. § (1) of the Companies Act – hereby convoke the general meeting repeated for the lack of quorum for the same day, that is, at 12.00 a.m. of (Thursday) April 14, 2011, with the same agenda and on the same venue. The conditions for having right to participate in the repeated general meeting are the same as the conditions for participation in the original general meeting. The repeated general meeting will have quorum in respect of matters on the original agenda regardless of the number of attending shareholders.

Proposed resolutions relating to the items on the agenda will be published on the web sites of the Budapest Stock Exchange, the London Stock Exchange and of the Company in harmony with the Regulations of the Budapest Stock Exchange for listing and continued trading 21 days before the day of annual general meeting.

Conditions for participating in the general meeting and exercising the voting rights:

Such shareholder is authorized to participate, ask for information to an extent specified by law, make comments and put forward motions, and vote in the general meeting who is the owner of shares on the balance sheet date, that is

who has been registered in the Share Register - updated and closed by the time of the General Meeting - at the end of the accounting date of 4 April, 2011 (record date) and has registered himself/herself in person or through his/her proxy in the list of attendants. The Board of Directors will close the Share Register on April 7, 2011 and shall not honor any requests for entries in it until April 14, 2011.

Closing the register of shareholders shall not impede the right of a person whose name is contained in the register of shareholders in transferring his shares after the closure of the register of shareholders. The transfer of shares before the opening day of the general meeting shall not preclude the right of a person whose name is contained in the register of shareholders from attending the general meeting and from exercising his shareholder's rights.

In order to update the Share Register the Company will ask KELER Zrt. to perform the identification of owners according to the stipulations set out in the General Business Rules of KELER Zrt. It is the securities account manager's obligation to make sure that ordinary shares are registered in the share register pursuant to the express order of the shareholder, therefore, as far as Tisza Chemical Group Public Limited Company ordinary shares are concerned, we ask the shareholders to contact their securities account manager for their registration in the share register.

The Company does not assume any responsibility for the fulfillment of orders given to the securities account managers or for any consequences of the omissions or erroneous data supply of the securities account managers.

The holders of registered ordinary shares shall have one point one hundredth (1.01) of a vote for each share with the face value of 1010 HUF.

Every shareholder may participate at the general meeting in person or through their representatives complying with the provisions of Act IV of 2006 on business associations (Companies Act) or through the shareholder's proxy holding a power-of-attorney complying with the provisions of Act CXX of 2001, as amended, on the capital market.

Shareholders may exercise their rights at a General Meeting via a proxy. Unless otherwise provided under law, a member of the Board of Director of the Supervisory Board, the Chief Executive Officer and senior officers of the Company may not act as a proxy except for the cases when such persons acting under proxy possess clear and specific written voting instructions in respect of each proposal for resolution given to them by the shareholders issuing the Letters of Proxy. A Letter of Proxy shall be submitted to the Company in the form of a public document, a private document with full conclusive force or using the form received from the Company.

Shareholders wishing to grant power of attorney to a proxy using the form specified in Section 16.2 of the Articles of Association shall submit a request to the effect in a letter (mailing address: 3581 Tiszaújváros, Pf.: 20.) or by e-mail (at reszvenyiroda@tvk.hu) to the Treasury organization of TVK Plc., no later than April 1, 2011. The request shall accurately identify the shareholders name and (mailing or e-mail) address to which the form can be delivered.

The power-of-attorney made out to the name of the representative shall be set forth in a public document or a fully conclusive private document. As far as representation of legal entities operating in the territory of the Republic of

Hungary is concerned, the signatory rights for the legal entity(ies) signing the power-of-attorney shall be verified by means of a document issued by authentic public records (a certificate of incorporation, not older than 30 days) and by specimen signature card.

Powers-of-attorney made out in the form of public document or private document abroad shall be legalized by the authority representing Hungary abroad which is competent for the place where the document is made out. It is not necessary to legalize a public document made out abroad where the country it is made out in is a party to the convention signed in The Hague on October 5, 1961 on „Abolishing the Requirement of Legalization for Foreign Public Documents”. In such a case the public documents has to be equipped with an authentication clause („Apostille”).

The power of attorney (with the exception of the power of attorney issued by a proxy card) shall be deposited at registration prior to the commencement of the general meeting at the latest, in accordance to the Articles of Association. The power of attorney given by a proxy card shall arrive to the address of the Company (3581 Tiszaújváros, TVK Ipartelep, TVK Központi Irodaház, 136. számú épület, 2119/3. hrsz.) by April 13, 2011 at the latest.

The authentic Hungarian translation of documents serving to verify the representation rights in foreign language have to be attached in every case.

Powers-of-attorney for representation shall be valid for a general meeting or a definite period but not more than 12 months. The validity of the power-of-attorney for representation is extended to the continuation of a suspended general meeting and the general meeting convoked repeatedly because of the lack of quorum.

In respect of owners of Global Depository Receipts („GDR”) the right to exercise representation rights lies with The Bank of New York pursuant to the power-of-attorney received from the shareholders with regard to the proposed resolutions of the general meeting. Information on the detailed procedural rules relating to the exercising of representation rights will be given to GDR owners by the associate of The Bank of New York Mellon (Mr. Slawek Soltowski, The Bank of New York Mellon, Depository Receipts Division, 101 Barclay Street, 22nd Floor, West New York, NY 10286 USA, fax: 00/1/212/571-3050, telephone: 00/1/212/815-3503, E-mail: slawek.soltowski@bnymellon.com).

Shareholder's (representative) rights will be verified on the venue and date of the general meeting between 9.00 and 10.30 a.m. Registration is also subject to the verification of the shareholder's or his or her proxy's identity by the presentation of a valid identity card, passport, driver's license or a valid passport of foreign citizens. Actions of representatives also require the submission of a proper power-of-attorney.

On the day of the general meeting the list of attendants will be closed at 10.30 a.m. and those shareholders or their representatives may participate and exercise their voting rights in the general meeting who have registered themselves by this time. Upon closing the list of attendants the shareholders arriving before the start of the general meeting may attend the general meeting as audience but they shall not exercise their voting rights. On this account we ask our shareholders and their representatives to appear in time for the registration.

Information in connection with the announcement and the status of registration in the Share Register is available through the Legal Office of the Company – within the framework of customer service – from 9.00 through 15.00 on working days (telephone: +36/49-522-966, e-mail: reszvenyiroda@tvk.hu).

The language of the general meeting shall be Hungarian; the Board of Directors shall provide English-Hungarian and Hungarian-English translations. This announcement is published in Hungarian and English. The Hungarian version shall be deemed as the official text of this announcement.

Tiszaújváros, March 11, 2011

**TISZA CHEMICAL GROUP PUBLIC LIMITED COMPANY
BOARD OF DIRECTORS**