



**ANNOUNCEMENT
BY THE BOARD OF DIRECTORS OF
TISZA CHEMICAL GROUP PUBLIC COMPANY LIMITED BY SHARES
ON THE CONVOCAATION OF THE COMPANY'S
ORDINARY GENERAL MEETING IN 2009**

The Board of Tisza Chemical Group Public Company Limited by Shares (3581 Tiszaújváros, TVK-lpartelep, TVK Head Office, Lot number 2119/3 Building 136 Cg. 05-10-000065) hereby notifies its esteemed shareholders that the Company

**will hold its 2009 Ordinary Annual General Meeting
at 11:00 a.m. on (Thursday), April 16, 2009 in the „Magnolia” Room of
Danubius Health Spa Resort Margitsziget
(1138 Budapest, Margaret Island)**

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

1. Closing the business year 2008:
 - Report of the Board of Directors on the Company's operations during the business year of 2008; presentation of the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law for the business year of 2008 (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 2008.
 - 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 2008 and its opinion on the Board of Directors' proposal for the distribution of the profit after tax.
 - Decision on the approval of the annual financial statements prepared in accordance with the requirements of the Hungarian Accounting Law for the business year of 2008 and the related business reports and resolution on the distribution of the profit after tax and the determination of dividends.
 - Decision on the approval of the corporate governance report
2. Appointment of the Auditor, determining the Auditor's remuneration, and the material terms of the Auditor's engagement for the year of 2009.
3. Amendment of the Articles of Association: defining the starting date for the payment of dividends (Article 32).

The General Meeting convoked for the time announced above shall **have the quorum** if attended by shareholders representing more than half of the voting shares either in person or through a proxy holding power-of-attorney.

In case the General Meeting **does not have a quorum**, the Board of Directors convokes a General Meeting repeated due to the lack of quorum with the same agenda, at the same venue, for 12.00 a.m. of the same day (April 16, 2009). The conditions of eligibility for participating in the repeated General Meeting are identical to those of the original General Meeting. The repeated General Meeting shall have a quorum for issues originally put on the agenda irrespective of the number of the shareholders present or represented.

The Board of Directors publishes the proposed resolutions relating to agenda items at the websites of the Budapest Stock Exchange, the London Stock Exchange, at the Capital Market Announcements website operated by the HFSA and at the website of the Company in line with the provisions of the Articles of Association of the Company and of the Regulations of the Budapest Stock Exchange for Listing and Continued Trading.

Conditions for participating in and voting at the General Meeting:

Shareholders are eligible for participating in and voting at the General Meeting provided (i) they hold shares at cut-off date, i.e. at the end of the settlement day on April 3, 2009, (ii) are registered in the Share Register as updated and closed by the date of the General Meeting and (iii) have registered themselves on the attendance sheet personally or by a nominee holding power of attorney. The Board of Directors closes the Share Register at 3:20 p.m. on April 8, 2009 and will accept no application for registration therein until after April 16, 2009.

To ensure that the Share Register is updated the Company will instruct KELER Zrt. to perform shareholder identification in line with its General Business Rules and Regulations. As it is the duty of a securities account manager' to have ordinary shares registered in the Share Register upon a shareholder's express instruction to that effect, the holders of TVK ordinary shares are kindly requested to contact their securities account manager to have themselves registered in the Share Register.

The Company disclaims any liability for the fulfilment of instructions given to securities account managers or for any consequences arising from omissions or misrepresentation of data by a securities account manager.

Holders of ordinary shares shall have one point one hundredth (1.01) of a vote for each share with the face value of HUF one thousand and ten (HUF 1,010).

Shareholders may participate in the General Meeting in person, through a nominee in accordance with the provisions of the Act VI of 2006 on Business Associations or through a shareholder's proxy complying with the provisions of Act CXX of 2001 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 Directors or the Supervisory Board, the Chief Executive Officer and senior officers of the Company and the Auditor may not act as a 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 that effect in a letter (mailing address: 3581 Tiszaújváros, Pf. 20.) or by email (at reszvenyiroda@tvk.hu) to the Treasury organisation of TVK Plc, no later than April 3, 2009. The request shall accurately identify the shareholders name and (mailing or email) address to which the form can be delivered.

A power-of-attorney granted to a nominee shall be set forth in a public document or private document with full conclusive force. The right of a legal entity to sign a power-of-attorney granted to a nominee or proxy acting on behalf of legal entities operating in the territory of the Republic of Hungary shall be certified by presenting a document issued by a public register (certificate of incorporation dated no earlier than 30 days prior) and a specimen signature card.

Powers-of-attorney granted in the form of public document or private document in a foreign country shall be legalised by the Hungarian foreign representation acting in the jurisdiction where the document is issued. It is not necessary to legalise a public document made out in a foreign country if an international treaty with that country so provides or if that country is a party to the Convention Abolishing the Requirement of Legalisation for Foreign Public Documents concluded in The Hague on October 5, 1961. In the latter case public documents must contain an authentication clause („Apostille”).

A certified Hungarian translation of documents issued in a foreign language serving to verify proxy status shall be attached in each case.

The Bank of New York may act as proxy for the holders of depository receipts issued pursuant to foreign law (GDR) under a power-of-attorney received from shareholders concerning the motions entertained by the General Meeting. GDR holders may obtain information on the detailed rules of procedure from the contact person at the Bank of New York (Mr. Slawek Soltowski, The Bank of New York, Depository Receipts Division, 101 Barclay Street, 22nd Floor, New York, NY 10286 USA, fax: 00/1/212/571-3050, phone: 00/1/212/815-3503, E-mail: ssoltowski@bankofny.com)

Shareholder's (proxy) rights will be verified between 9.00 and 10.30 a.m. at the venue and date of the General Meeting. To register, shareholders and proxies shall identify themselves by presenting a valid identity card or, in the case of foreign nationals, a valid passport. To be able to act at the General Meeting, a proxy must also submit a proper power-of-attorney.

The list of attendants will be closed at 10.30 a.m. on the day of the General Meeting and participation in and voting at the General Meeting shall be limited to shareholders or proxies who have registered by that time. Shareholders that arrive after the list of attendants is closed but before the General Meeting starts may attend the general meeting as audience but may not exercise the right to vote. Shareholders and their proxies are kindly requested therefore to appear in time for the registration.

Questions regarding this announcement and the status of your registration in the Share Register will be entertained by the Investor Relations Officer of the Company during the office hours of customer service, i.e. between 9.00 a.m. and 3.00 p.m. on business days. (phone: (+36 49) 522-377, e-mail: reszvenyiroda@tvk.hu).

Tiszaújváros, March 16, 2009

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