



Mercator

Pursuant to Article relation to Article 298 of the Companies Act (ZGD-1), the company POSLOVNI SISTEM MERCATOR D.D. hereby announces the following

ADDITIONAL AGENDA ITEM AND CONSOLIDATED AGENDA

of the 28th regular Shareholders Assembly,

convened to take place on July 26, 2021, at 3.30 p.m. at the company headquarters at Dunajska cesta 107, Ljubljana,

the convocation of which was announced on June 23, 2021, in the Delo daily paper and on the websites at www.mercatorgroup.si and seonet.ljse.si.

The company Poslovni sistem Mercator d.d. hereby informs all shareholders that it received on June 30, 2021, from the shareholder FORTENOVA GRUPA d.d. that holds 5,366,179 ordinary registered shares of the issuer Poslovni sistem Mercator d.d., with the symbol MELR, which represents a 88.10% shareholding of the company share capital, by which the shareholder exceeds one twentieth of the share capital, which in turn grants the shareholder, pursuant to Article 298, Paragraph 1, of the Companies Act (ZGD-1), the right to request an amendment of or additional item to the agenda, a request for amendment of the agenda for the 28th regular Shareholders Assembly (General Meeting) of the shareholders of the company Poslovni sistem Mercator d.d., with an additional agenda item (complete with resolution proposals) with the following wording:

Additional item of the agenda 4: Covering of net loss of the fiscal year 2020 and simplified decrease of share capital

RESOLUTION PROPOSALS:

- 4.1 Net loss for the fiscal year that started on January 1, 2020, and ended on December 31, 2020, amounting to EUR 55,419,885.41, shall be partly covered with positive retained earnings in the amount of EUR 16,309,818.54.
- 4.2 Share capital of the company POSLOVNI SISTEM MERCATOR d.d., amounting to EUR 254,175,051.39, shall be decreased according to the rules of simplified decrease of share capital pursuant to Article 379 of the Companies Act (ZGD-1), based on the balance sheet as of December 31, 2020, by an amount of EUR 36,000,000.00, for the purpose of covering of net loss for the fiscal year 2020 that started on January 1, 2020, and ended on December 31, 2020; after such decrease, the share capital of the company shall amount to EUR 218,175,051.39.
- 4.3 The company Supervisory Board shall be authorized to adopt the changes and amendments to the company Articles of Association in order to adjust the wording

thereof to reflect the adopted resolution on simplified decrease of the company share capital or completed decrease of the company share capital.

4.4 The simplified decrease of share capital shall be effective as of the day it is entered into the court register.

Explanation of the resolution proposals:

As evident from the company financial statements for the fiscal year 2020, the company generated in 2020 a net loss of EUR 55,419,885.41. The company's positive retained earnings amount to EUR 16,309,818.54. Net loss for the 2020 fiscal year cannot be fully covered with the (positive) retained earnings. Pursuant to Article 379 of the Companies Act (ZGD-1), partial coverage is thus proposed for the net loss for the fiscal year 2020, which cannot be covered with the (positive) retained earnings, by means of simplified decrease of share capital, in the amount of EUR 36,000,000.00. Simplified decrease of share capital is proposed based on the audited financial statements of the company as of December 31, 2020.

Conditions from Article 379, Paragraph 2 of the companies Act (ZGD-1), for simplified decrease of share capital are met. In addition to the retained earnings, that only suffice for partial coverage of the net loss for the fiscal year 2020, the company does not have at its disposal revenue reserves and share premium, the release of which could cover the loss, except for legal reserves and share premium as per Article 64, Paragraph 1, Sections 1 through 3, of the Companies Act (ZGD-1), the total amount of which would not exceed 10% after the decrease of the remaining share capital. Moreover, the company does not have at its disposal other statutory reserves or other revenue reserves; the company only has legal reserves that, combined with share premium as per Article 64, Paragraph 1, Sections 1 through 3, fall short of reaching 10% of share capital, or after the decrease of the remaining share capital, and reserves related to own (treasury) shares, that cannot be used for covering the loss.

Taking into account this amendment, the **clean and consolidated copy of the agenda for the 28th regular Shareholders Assembly (General Meeting)** of the company Mercator d.d., convened for July 26, 2021, at 3.30 p.m. at the company headquarters in Ljubljana, Dunajska cesta 107, **shall have the following full wording:**

I. AGENDA AND RESOLUTION PROPOSALS

1. Opening of the Shareholders Assembly and appointment of the Shareholders Assembly chairperson

RESOLUTION PROPOSAL:

Pavle Pensa, attorney at law from Ljubljana, shall be appointed Chairman of the Shareholders Assembly.

2. Presentation of Annual Report and the Supervisory Board's Report on the results of Annual Report review and audit for the 2020 fiscal year; information on the compensation and rewards of the members of managerial and

supervisory bodies; information on the Supervisory Board evaluation procedure; and granting discharge from liability to the company Supervisory Board and Management Board.

RESOLUTION PROPOSAL:

- A) Granting discharge from liability to the company Supervisory Board for the fiscal year 2020
The Shareholders Assembly confirms and approves of the work of the company Supervisory Board for the fiscal year 2020, and hereby grants discharge from liability to the Supervisory Board.
- B) Granting discharge from liability to the company Management Board for the fiscal year 2020
The Shareholders Assembly confirms and approves of the work of the company Management Board for the fiscal year 2020, and hereby grants discharge from liability to the Management Board.

3. Changes to the company Articles of Association

RESOLUTION PROPOSAL:

The following changes and amendments to the Articles of Association of the joint-stock company Poslovni sistem Mercator d.d. shall be adopted:

- A) Changes of company activity

Article 11 of the Articles of Association shall be amended in such way that:

- *35.140 Trade of electricity shall be added as an activity,*
- *and the following activities shall be struck:*

*64.190 – Other monetary intermediation
64.300 – Trusts, funds, and similar financial entities
66.110 – Administration of financial markets
66.120 – Security and commodity contracts brokerage
66.300 – Fund management activities
69.101 – Legal representation*

- B) Change to Article 16, Paragraph 2 of the Articles of Association

The wording of Article 16, Paragraph 2, shall be changed to the following wording:

The Assembly may be attended and voted at only by those shareholders who register their attendance no later than at the end of the fourth day before the Shareholders Assembly, and who are entered as shareholders in the central register of dematerialized securities as at the end of the seventh day before the Assembly.

- C) Change to Article 18 of the Articles of Association

Article 18 of the Articles of Association shall be amended in such way that three new paragraphs shall be added after Paragraph 3, with the following wording:

The party convening the Shareholders Assembly may specify in the convocation thereof that the shareholders may attend the Assembly and vote before the Assembly or at the Assembly by using electronic means, without their physical presence (electronic Assembly/general meeting).

If an electronic Assembly is held, then the following rules shall be observed in particular:

- the technical solution for the electronic Assembly shall enable the broadcast of video (image) and sound of the entire Assembly;*
- the company shall provide suitable conditions and method for establishing the identity of the shareholders or their proxies, and for safe electronic communication, in a way that does not make participation difficult for the shareholders due to disproportionate requirements;*
- the technical solution should enable the shareholders to vote on Assembly proposals, raise questions, hold a discussion, send counterproposals or propose additional agenda items, announcing intent to challenge resolutions, and other corporate actions related to a Shareholders Assembly/General Meeting;*
- the technical solution shall ensure safe electronic communication;*
- required publicity shall be provided with regard to the electronic Assembly, with adequate notification in the Shareholders Assembly convocation.*

The company Management Board shall be authorized to specify in further detail the rules of the procedure for participation and voting at the electronic Assembly, and other aspects of the execution of the electronic Assembly, and disclose such rules on the company website.

4. Covering of net loss of the fiscal year 2020 and simplified decrease of share capital

RESOLUTION PROPOSALS:

4.1 Net loss for the fiscal year that started on January 1, 2020, and ended on December 31, 2020, amounting to EUR 55,419,885.41, shall be partly covered with positive retained earnings in the amount of EUR 16,309,818.54.

4.2 Share capital of the company POSLOVNI SISTEM MERCATOR d.d., amounting to EUR 254,175,051.39, shall be decreased according to the rules of simplified decrease of share capital pursuant to Article 379 of the Companies Act (ZGD-1), based on the balance sheet as of December 31, 2020, by an amount of EUR 36,000,000.00, for the purpose of covering of net loss for the fiscal year 2020 that started on January 1, 2020, and ended on December 31, 2020; after such decrease, the share capital of the company shall amount to EUR 218,175,051.39.

4.3 The company Supervisory Board shall be authorized to adopt the changes and amendments to the company Articles of Association in order to adjust the wording

thereof to reflect the adopted resolution on simplified decrease of the company share capital or completed decrease of the company share capital.

4.4 The simplified decrease of share capital shall be effective as of the day it is entered into the court register.

Pursuant to the effective legislation and the company Articles of Association, the request for amendment of the agenda of the 28th regular Shareholders Assembly (General Meeting) of the shareholders of the company Poslovni sistem Mercator d.d., and other materials for the Assembly, complete with explanations and clean and consolidated copy of the agenda, are publicly released on the website of the company Mercator d.d. at www.mercatorgroup.si and on the website of the Ljubljana Stock Exchange (Ljubljanska borza) at seonet.ljse.si; furthermore, they are available for perusal at the company seat in Ljubljana, Dunajska cesta 107, every business day from the day of announcements of the amendment to the agenda until the day of the Assembly, from 9.00 a.m. to 2.00 p.m.

President of the Management Board:
Tomislav Čizmić



POSLOVNI SISTEM MERCATOR d.d.
Dunajska cesta 107
1000 Ljubljana

and electronically at skupscina@mercator.si

The shareholder FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, Republic of Croatia (hereinafter referred to as **Fortenova Group**), pursuant to Article 298 and other provisions of the Companies Act (ZGD-1, hereinafter referred to as **ZGD-1**), in relation to the 28th regular Shareholders Assembly (General Meeting) of the shareholders of the company Poslovni sistem Mercator d.d., Dunajska cesta 107, 1000 Ljubljana (hereinafter referred to as **Mercator d.d.**), convened for July 26, 2021, at 3.30 p.m. at the headquarters of the company Mercator d.d., hereby files the following

**REQUEST TO AMEND THE AGENDA
of the 28th regular Shareholders Assembly (General Meeting) of the
shareholders of the company Poslovni sistem Mercator d.d.**

I. Compliance with the condition pursuant to Article 298 of the ZGD-1

At the time of filing of this request, Fortenova Group holds 5,366,179 shares of the company Mercator d.d., with the symbol MELR. Thus, the shareholder exceeds one twentieth of the total share capital, in accordance with which the right is granted pursuant to Article 298, Paragraph 1, of the ZGD-1, to request an amendment to the agenda or to request an additional agenda item.

The shareholder Fortenova Group requests that the company Mercator d.d. announces this request to amend the agenda in the same way that it announced the convocation of the Shareholders Assembly (General Meeting) within the deadline stipulated by law.

II. Subject of the request

The shareholder Fortenova Group hereby requests that the agenda of the 28th regular Shareholders Assembly of the company Poslovni sistem Mercator d.d. be amended by adding a new 4th agenda item (along with the resolution proposal) with the following wording:

"4. Covering of net loss of the fiscal year 2020 and simplified decrease of share capital



RESOLUTION PROPOSALS:

- 4.1 Net loss for the fiscal year that started on January 1, 2020, and ended on December 31, 2020, amounting to EUR 55,419,885.41, shall be partly covered with positive retained earnings in the amount of EUR 16,309,818.54.
- 4.2 Share capital of the company POSLOVNI SISTEM MERCATOR d.d., amounting to EUR 254,175,051.39, shall be decreased according to the rules of simplified decrease of share capital pursuant to Article 379 of the Companies Act (ZGD-1), based on the balance sheet as of December 31, 2020, by an amount of EUR 36,000,000.00, for the purpose of covering of net loss for the fiscal year 2020 that started on January 1, 2020, and ended on December 31, 2020; after such decrease, the share capital of the company shall amount to EUR 218,175,051.39.
- 4.3 The company Supervisory Board shall be authorized to adopt the changes and amendments to the company Articles of Association in order to adjust the wording thereof to reflect the adopted resolution on simplified decrease of the company share capital or completed decrease of the company share capital.
- 4.4 The simplified decrease of share capital shall be effective as of the day it is entered into the court register.

Explanation of the resolution proposal:

As evident from the company financial statements for the fiscal year 2020, the company generated in 2020 a net loss of EUR 55,419,885.41. The company's positive retained earnings amount to EUR 16,309,818.54. Net loss for the 2020 fiscal year cannot be fully covered with the (positive) retained earnings. Pursuant to Article 379 of the Companies Act (ZGD-1), partial coverage is thus proposed for the net loss for the fiscal year 2020, which cannot be covered with the (positive) retained earnings, by means of simplified decrease of share capital, in the amount of EUR 36,000,000.00. Simplified decrease of share capital is proposed based on the audited financial statements of the company as of December 31, 2020.

Conditions from Article 379, Paragraph 2 of the companies Act (ZGD-1), for simplified decrease of share capital are met. In addition to the retained earnings, that only suffice for partial coverage of the net loss for the fiscal year 2020, the company does not have at its disposal revenue reserves and share premium, the release of which could cover the loss, except for legal reserves and share premium as per Article 64, Paragraph 1, Sections 1 through 3 of the Companies Act (ZGD-1), the total amount of which would not exceed 10% after the decrease of the remaining share capital. Moreover, the



company does not have at its disposal other statutory reserves or other revenue reserves; the company only has legal reserves that, combined with share premium as per Article 64, Paragraph 1, Sections 1 through 3, fall short of reaching 10% of share capital, or after the decrease of the remaining share capital, and reserves related to own (treasury) shares, that cannot be used for covering the loss."

Zagreb, on this June 30, 2021

Fortenova grupa d.d.

Fabris Peruško, chief executive director

James Pearson, executive director