



Mercator

Pursuant to Articles 18 and 19 of the Articles of Association of the company POSLOVNI SISTEM MERCATOR, d.d., Article 295, Paragraph 3 of the Companies Act (ZGD-1), the Rules and Regulations of the Ljubljana Stock Exchange, d.d., and based on the resolution adopted by the company Management Board on July 28, 2021, the Management Board hereby convenes the

**29th extraordinary Shareholders Assembly
to take place on September 1, 2021, at 3.30 p.m.
at the company headquarters in Ljubljana, Dunajska cesta 107**

The company Poslovni sistem Mercator, d.d. (hereinafter referred to as the Company) hereby informs all shareholders that it received on July 28, 2021, from the company FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, Republic of Croatia, who is the holder of 5,427,500 Company shares representing an 89.11% share of the Company share capital, a request dated July 27, 2021, for the Management Board to convene pursuant to Article 295, Paragraph four, of the Companies Act (ZGD-1) the company Shareholders Assembly (general meeting of shareholders) that is to be held as soon as possible and no later than in two months from the receipt of the request for Shareholders Assembly (general meeting of shareholders) convocation. Since the shareholding of the company FORTENOVA GRUPA d.d. in the Company exceeds one twentieth of the Company's total share capital, the company FORTENOVA GRUPA d.d. is entitled pursuant to Article 295, Paragraph three, of the Companies Act (ZGD-1) to request a convocation of the Company Shareholders Assembly (general meeting of shareholders), complete with the agenda and resolution proposals, with the following wording and explanations:

I. AGENDA AND PROPOSALS OF RESOLUTIONS

1. Opening of the assembly, verifying quorum, election of the shareholders assembly bodies

RESOLUTION PROPOSAL:

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

Explanation of the resolution proposal:

Pursuant to the company Articles of Association, the company Shareholders Assembly shall be presided over by a Chairperson elected by the shareholders upon proposal by the party convening the Assembly.

2. Capital increase with in-kind contributions

RESOLUTION PROPOSAL:

2.1 *The share capital of the company POSLOVNI SISTEM MERCATOR d.d. shall be increased with new in-kind contributions from EUR 218,175,051.39 by EUR 5,970,011.94, so that the total share capital of the Company after the increase amounts to EUR 224,145,063.33.*

2.2 *In order to increase the share capital, 166,667 new ordinary registered no par value shares with the ISIN code SI0031100082 shall be issued in dematerialized form, with the notional value of EUR 35.82, which shall be of the same class as the already issued ordinary registered no par value shares of the Company, and which shall grant their respective*

shareholders (i) the right to participate in Company management, (ii) the right to participate in the Company profits (dividend), (iii) the right to a proportional share of the remaining property/estate in case of the company's bankruptcy or liquidation.

- 2.3 The emission value per 1 (one) new ordinary registered no-par value share shall be EUR 36.00 (thirty-six euros).
- 2.4 The new shares shall be issued in dematerialized form by entry into the central register of dematerialized securities with the KDD – Centralna klirinško depotna družba d.o.o. (Central Securities Clearing Corporation). The shareholder who subscribes and pays up the new shares, shall be entered as the shareholder into the central register.
- 2.5 Pre-emptive/priority right of the existing company shareholders to subscribe the new shares shall be omitted.
- 2.6 Within the period specified for the subscription and payment of the new shares, which shall take place at the company headquarters and last from the 3rd day after the Shareholders Assembly (general meeting of Shareholders) to the 25th day after the Shareholders Assembly, new shares may be subscribed and paid by FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, Republic of Croatia, by transferring as the subject of the in-kind contribution to the company POSLOVNI SISTEM MERCATOR d.d. a part of its claim (receivable) payable by the company POSLOVNI SISTEM MERCATOR d.d. in the amount of EUR 6,000,012.00, which represents a part of the claim (receivable) pertaining to the repayment of the principal under the loan agreement "EUR 220,000,000 Super Subordinated Loan Agreement" dated June 26, 2014, concluded by the company POSLOVNI SISTEM MERCATOR d.d. as the borrower and the companies Agrokor Investments B.V. and Agrokor d.d. as the lenders, with regard to which the company Agrokor d.d. as the original lender paid out under the said agreement to the company POSLOVNI SISTEM MERCATOR d.d. a loan with the principal of EUR 20,000,000.00, and the claims/receivables of the lender Agrokor d.d. under the said loan agreement were subsequently transferred to the company FORTENOVA GRUPA d.d. Based on the in-kind contribution (transfer of claim/receivable), FORTENOVA GRUPA d.d. shall receive one new dematerialized ordinary registered no-par value share with a notional value of EUR 35,82 for each EUR 36 of the transferred claim/receivable. Thus, 166,667 new dematerialized ordinary registered no par value shares with a notional value of EUR 35.82 shall be provided for the purpose of the capital increase.
- 2.7 Capital increase by in-kind contributions shall be reviewed by an auditor.
- 2.8 Concurrently with submitted statement of subscription of new shares, the subscriber shall also pay the value of shares equal to the issue amount of the share under section 2.3 of this resolution, multiplied by the number of subscribed new shares, by validly transferring the claim in the amount of EUR 6,000,012.00, which is described under section 2.6 of this resolution, to the company POSLOVNI SISTEM MERCATOR d.d.
- 2.9 The subscription of shares shall be valid if the shares are paid up.
- 2.10 The final amount of the increase of share capital shall be equal to the sum of newly subscribed and paid shares multiplied by the notional value of one share, which is EUR 35.82.

2.11 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 completed increase of the company share capital.

2.12 The increase of share capital shall be effective as at the day it is entered into the court register.

Explanation of the resolution proposal:

Pursuant to the "EUR 220,000,000 Super Subordinated Loan Agreement" dated June 26, 2014, concluded between the company POSLOVNI SISTEM MERCATOR d.d. as the borrower and the companies Agrokor Investments B.V. and Agrokor d.d. as the lenders, the company Agrokor Investments B.V. paid out to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the amount of EUR 200,000,000, and the company Agrokor d.d. paid out to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the amount of EUR 20,000,000.00. Pursuant to the said agreement, each holder of the loan receivable/claim shall have the right to convert the loaned amount into the borrower's equity, subject to condition that the Shareholders Assembly of the company POSLOVNI SISTEM MERCATOR, d.d., adopt a relevant resolution on the increase of share capital.

The lender Agrokor Investments B.V. already converted (swapped) its receivable pertaining to the repayment of principal in the amount of EUR 200,000,000.00 to the lender's equity in 2014, based on the resolution adopted at the 21st extraordinary Shareholders Assembly of the company POSLOVNI SISTEM MERCATOR d.d. dated October 21, 2014.

The receivable of the company Agrokor d.d. under the loan agreement "EUR 220.000.000 Super Subordinated Loan Agreement" dated June 26, 2014, was transferred to the company FORTENOVA GRUPA d.d. Adoption of the proposed resolution will allow the company FORTENOVA GRUPA d.d. to convert a part of its receivable/claim pertaining to the principal under the said loan agreement into equity (share capital) of the company POSLOVNI SISTEM MERCATOR d.d.; specifically, the part amounting to EUR 6,000,012.00.

The issue value per one share shall be EUR 36; thus, the issue value equals the price from the takeover bid by the company FORTENOVA GRUPA d.d., which was announced and released based on the approval by the Securities Market Agency (ATVP) dated May 25, 2021.

Regardless of the fact that this is a capital increase by in-kind contribution, in which both the subject of the in-kind contributions and the person to provide the in-kind contributions are specified in the Shareholders Assembly convocation, the omission of pre-emptive right of the existing shareholders is necessary because the specific in-kind contribution can only be provided by a specific person. Omission of the pre-emptive (priority) right in the manner specified in the proposed resolution is in the best economic interest of the company, as it shall allow the company to deleverage/decrease its debt. The increase the company's share capital by in-kind contribution is also required in order to meet the obligations to the corporate note (bond) holders under the agreement on corporate note subscription, with the issue of which the shareholder provided the funds required for refinancing of the so-called WGD (wide-Group debt) of the company POSLOVNI SISTEM MERCATOR d.d.

Resolutions for agenda items 1 and 2 were proposed by the shareholder FORTENOVA GRUPA d.d.

II. INFORMATION FOR THE SHAREHOLDERS

Access to Shareholders Assembly Documentation, proposed resolutions including explanations, and information on the Shareholders Assembly

Documentation, or materials, for the Shareholders Assembly, including the request by the company FORTENOVA GRUPA d.d., for the convocation of the Shareholders Assembly (general meeting of shareholders), complete with resolution proposals, explanations thereto, and other documentation or materials as specified in Article 297, Paragraph two, of the Companies Act (ZGD-1), shall be made available to the company shareholders at the company headquarters in Ljubljana, Dunajska cesta 107, ground floor, each business day from the day of announcement of the Shareholders Assembly convocation to the day of the Shareholders Assembly session from 9 a.m. to 2 p.m. All documentation referred to above will also be available on the company website at <http://www.mercatorgroup.si>. Convocation of the Shareholders Assembly, explanation of the resolution proposals, and other materials are also published on the website of the Ljubljana Stock Exchange, d.d. (<http://seonet.ljse.si>) and the AJPES (Agency of the Republic of Slovenia for Public Legal Records and Related Services) website (<http://ajpes.si>). Information referred to in Article 296 of the Companies Act (ZGD-1), Paragraph 3, and in-depth information on the rights of the shareholders with regard to submitting any requests for additional agenda items, counter proposals to proposed resolutions, election / voting proposals, and shareholder rights to information (Article 298, Paragraph one, Article 300, Paragraph one, and Articles 301 and 305 of the ZGD-1) are also published on the company website.

Requests and proposals by the shareholders

Shareholders whose combined shareholdings amount to one twentieth (five percent) of share capital, may request in writing in seven days after the convocation of the Shareholders Assembly an additional item of the agenda. A written proposal of the resolution on which the Shareholders Assembly should vote/decide, or an explanation of the agenda item in case no resolution is adopted with regard to a particular agenda item, shall be attached to the request. Pursuant to Article 298, Paragraph three of the Companies Act (ZGD-1), the company Management Board shall announce those additional agenda items that are requested by the shareholders no later than seven days after the announcement of Shareholders Assembly convocation. The shareholders may submit the requests for additional items of the agenda to the company by electronic mail, to the address skupscina@mercator.si.

The shareholders may submit, in writing, resolution and election proposals to each item of the agenda. A shareholder proposal will only be announced by the company Management Board in the same way as this convocation, if it is submitted to the company within seven days after the convocation of the Shareholders Assembly, complete with a reasonably justified proposition, along with the statement that the shareholder/proposing party will counter the proposal by the shareholder FORTENOVA GRUPA d.d. and that she or he intends to convince other shareholders to vote for her/his proposal. Pursuant to Article 301 of the Companies Act (ZGD-1), the shareholder shall not be required to justify an election proposal. The shareholder's proposal shall be announced and communicated in the way provided by Article 296 of the Companies Act (ZGD-1) only if the shareholder has submitted a reasonably justified proposal within seven days after the announcement of the Shareholders Assembly convocation. The shareholders may also submit the resolution and election proposals to the company by electronic mail, to the address skupscina@mercator.si.

Requests for additional agenda items and resolution or election/voting proposals submitted by electronic mail shall be sent as a scanned image file attached to the e-mail message. The image file shall include a handwritten signature of the natural person; in case of legal persons, such documents shall include the handwritten signature of the company representative as well as the seal of the legal person, if applicable. The company has the right to check the identity of the shareholder or, the person conferring the power of attorney by e-mail, as well the authenticity of the signature.

Shareholder's right to information

Shareholders shall be entitled to raise questions at the Shareholders Assembly and request information on company affairs if such information is required for assessment of agenda items;

furthermore, the shareholders may exercise their right to information pursuant to Article 305, Paragraph 1, of the Companies Act (ZGD-1).

Attendance conditions and assertion of voting rights

The Assembly may be attended and voted at only by those shareholders who are entered as shareholders in the central register of dematerialized securities as at **the end of the seventh day before the Assembly session, i.e. on August 25, 2021 (cut-off day), and who have registered their attendance at the Assembly in writing in such way that the Management Board receives the application no later than by the end of the fourth day before the Assembly session, i.e. on August 28, 2021.** The application shall be submitted by regular mail to the address Mercator, d.d., Dunajska cesta 107, Ljubljana, Tajništvo pravnega sektorja (Legal Affairs Secretary Office). The applications to the Shareholders Assembly cannot be submitted using electronic means. Only applications with original signatures of the shareholders or their proxies shall be accepted and deemed valid. The Shareholders Assembly Application Form shall be available at the company website, and freely available at the company headquarters in Ljubljana, at Dunajska cesta 107, ground floor, each business day from the day of announcement of the convocation to the day of the Shareholders Assembly convention, from 9 a.m. to 2 p.m.

Each shareholder with the right to attend the Shareholders Assembly may also appoint a proxy to attend the Shareholders Assembly on their behalf and exercise their voting right. The power of attorney/authorization shall be submitted to the company in writing. The power of attorney/authorization shall remain in possession of the company. Proxy voting form shall be available at the company website; it is also freely available at the company headquarters at Ljubljana, Dunajska cesta 107 (ground floor), each workday from the day of announcement of the convocation to the day of the Shareholders Assembly session, from 9 a.m. to 2 p.m. The power of attorney/authorization may also be submitted to the company by electronic mail to the address skupscina@mercator.si, scanned into an image file and attached to the e-mail message. Such document shall include a handwritten signature of the natural person; in case of legal persons, such documents shall include the handwritten signature of the company representative as well as the seal of the person, if applicable. The company shall have the right to check the identity of the shareholder or, the person conferring the power of attorney by e-mail, as well the authenticity of the signature. The shareholders may also revoke the power of attorney/authorization in the same way it was submitted, at any time until the day of the Shareholders Assembly.

Processing of personal data submitted upon registration for the Shareholders Assembly, or by proxy, complete with data from the share register, is inevitably necessary for the organization and execution of the Shareholders Assembly. The company or its contractor providing technical and organizational aspects of the Shareholders Assembly shall process the personal data in compliance with the effective legislation on personal data protection.

The shareholders or their proxies or attorneys shall be obliged to prove their identity upon request by presenting a personal identification document and written authorization/power of attorney; in addition, statutory representatives shall also be required to present an extract from the judicial or business register.

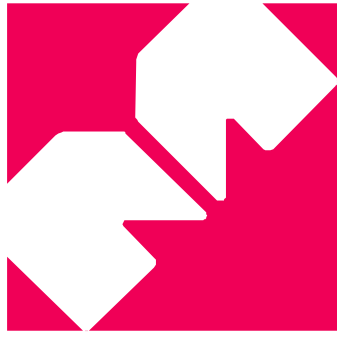
As at the day of Shareholders Assembly convocation, the company has 6,090,943 ordinary registered no par value shares. Pursuant to the relevant legislation, each ordinary share carries one vote for its owner at the Shareholders Assembly. As at the day of Shareholders Assembly convocation, the company has 42,192 treasury shares which do not carry voting rights.

The shareholders are kindly asked to consistently comply upon arrival to the Assembly with all measures intended to reduce the risk of an infection with COVID-19, in accordance with the then relevant regulations and recommendations by the National Institute of Public Health (NIJZ), and to

register in the reception office of the Shareholders Assembly 30 minutes before the start of the session, where they will confirm their presence and claim their voting devices by signing the list of present shareholders. The room where the Shareholders Assembly is to take place will be open 30 minutes before the beginning of the session.

The Shareholders Assembly is convened for 3.30 p.m. In case of absence of quorum at such time, the Assembly shall be rescheduled for 4.30 p.m. on the same day at the same place, regardless of the percentage of total share capital represented at the Assembly.

President of the Management Board
Tomislav Čizmić



Mercator

MATERIALS

for the 29th extraordinary Shareholders Assembly
(general meeting of shareholders)
of the company Mercator, d.d.

July 2021

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Materials pertaining to item one of the agenda

OPENING OF THE ASSEMBLY, VERIFYING QUORUM, ELECTION OF THE SHAREHOLDERS ASSEMBLY BODIES

The company FORTENOVA GRUPA d.d. hereby proposes to the Shareholders Assembly of the company MERCATOR d.d. to adopt the following

resolution:

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

Explanation:

Pursuant to the company Articles of Association, the company Shareholders Assembly shall be presided over by a Chairperson elected by the shareholders upon proposal by the party convening the Assembly.

Ljubljana, July 28, 2021

President of the Management Board:

Tomislav Čizmić



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Documents pertaining to item two of the agenda

CAPITAL INCREASE WITH IN-KIND CONTRIBUTIONS

The company FORTENOVA GRUPA d.d. hereby proposes to the Shareholders Assembly of the company MERCATOR d.d. to adopt the following

resolution:

- 2.1 *The share capital of the company POSLOVNI SISTEM MERCATOR d.d. shall be increased with new in-kind contributions from EUR 218,175,051.39 by EUR 5,970,011.94, so that the total share capital of the Company after the increase amounts to EUR 224,145,063.33.*
- 2.2 *In order to increase the share capital, 166,667 new ordinary registered no par value shares with the ISIN code SI0031100082 shall be issued in dematerialized form, with the notional value of EUR 35.82, which shall be of the same class as the already issued ordinary registered no par value shares of the Company, and which shall grant their respective shareholders (i) the right to participate in Company management, (ii) the right to participate in the Company profits (dividend), (iii) the right to a proportional share of the remaining property/estate in case of the company's bankruptcy or liquidation.*
- 2.3 *The emission value per 1 (one) new ordinary registered no-par value share shall be EUR 36.00 (thirty-six euros).*
- 2.4 *The new shares shall be issued in dematerialized form by entry into the central register of dematerialized securities with the KDD – Centralna klirinško depotna družba d.o.o. (Central Securities Clearing Corporation). The shareholder who subscribes and pays up the new shares, shall be entered as the shareholder into the central register.*
- 2.5 *Pre-emptive/priority right of the existing company shareholders to subscribe the new shares shall be omitted.*
- 2.6 *Within the period specified for the subscription and payment of the new shares, which shall take place at the company headquarters and last from the 3rd day after the Shareholders Assembly (general meeting of Shareholders) to the 25th day after the Shareholders Assembly, new shares may be subscribed and paid by FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, Republic of Croatia, by transferring as the subject of the in-kind contribution to the company POSLOVNI SISTEM MERCATOR d.d. a part of its claim (receivable) payable by the company POSLOVNI SISTEM MERCATOR d.d. in the amount of EUR 6,000,012.00, which represents a part of the claim (receivable) pertaining to the repayment of the principal under the loan agreement "EUR 220,000,000 Super Subordinated Loan Agreement" dated June 26, 2014, concluded by the company POSLOVNI SISTEM MERCATOR d.d. as the borrower and the companies Agrokor Investments B.V. and Agrokor d.d. as the lenders, with regard to which the company Agrokor d.d. as the original*

lender paid out under the said agreement to the company POSLOVNI SISTEM MERCATOR d.d. a loan with the principal of EUR 20,000,000.00, and the claims/receivables of the lender Agrokor d.d. under the said loan agreement were subsequently transferred to the company FORTENOVA GRUPA d.d. Based on the in-kind contribution (transfer of claim/receivable), FORTENOVA GRUPA d.d. shall receive one new dematerialized ordinary registered no-par value share with a notional value of EUR 35,82 for each EUR 36 of the transferred claim/receivable. Thus, 166,667 new dematerialized ordinary registered no par value shares with a notional value of EUR 35.82 shall be provided for the purpose of the capital increase.

- 2.7 Capital increase by in-kind contributions shall be reviewed by an auditor.***
- 2.8 Concurrently with submitted statement of subscription of new shares, the subscriber shall also pay the value of shares equal to the issue amount of the share under section 2.3 of this resolution, multiplied by the number of subscribed new shares, by validly transferring the claim in the amount of EUR 6,000,012.00, which is described under section 2.6 of this resolution, to the company POSLOVNI SISTEM MERCATOR d.d.***
- 2.9 The subscription of shares shall be valid if the shares are paid up.***
- 2.10 The final amount of the increase of share capital shall be equal to the sum of newly subscribed and paid shares multiplied by the notional value of one share, which is EUR 35.82.***
- 2.11 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 completed increase of the company share capital.***
- 2.12 The increase of share capital shall be effective as at the day it is entered into the court register.***

Explanation:

Pursuant to the "EUR 220,000,000 Super Subordinated Loan Agreement" dated June 26, 2014, concluded between the company POSLOVNI SISTEM MERCATOR d.d. as the borrower and the companies Agrokor Investments B.V. and Agrokor d.d. as the lenders, the company Agrokor Investments B.V. paid out to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the amount of EUR 200,000,000, and the company Agrokor d.d. paid out to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the amount of EUR 20,000,000.00. Pursuant to the said agreement, each holder of the loan receivable/claim shall have the right to convert the loaned amount into the borrower's equity, subject to condition that the Shareholders Assembly of the company POSLOVNI SISTEM MERCATOR, d.d., adopt a relevant resolution on the increase of share capital.

The lender Agrokor Investments B.V. already converted (swapped) its receivable pertaining to the repayment of principal in the amount of EUR 200,000,000.00 to the lender's equity in 2014, based on the resolution adopted at the 21st extraordinary Shareholders Assembly of the company POSLOVNI SISTEM MERCATOR d.d. dated October 21, 2014.

The receivable of the company Agrokor d.d. under the loan agreement "EUR 220.000.000 Super Subordinated Loan Agreement" dated June 26, 2014, was transferred to the company FORTENOVA GRUPA d.d. Adoption of the proposed resolution will allow the company FORTENOVA GRUPA d.d. to convert a part of its receivable/claim pertaining to the principal under the said loan agreement into

equity (share capital) of the company POSLOVNI SISTEM MERCATOR d.d.; specifically, the part amounting to EUR 6,000,012.00.

The issue value per one share shall be EUR 36; thus, the issue value equals the price from the takeover bid by the company FORTENOVA GRUPA d.d., which was announced and released based on the approval by the Securities Market Agency (ATVP) dated May 25, 2021.

Regardless of the fact that this is a capital increase by in-kind contribution, in which both the subject of the in-kind contributions and the person to provide the in-kind contributions are specified in the Shareholders Assembly convocation, the omission of pre-emptive right of the existing shareholders is necessary because the specific in-kind contribution can only be provided by a specific person. Omission of the pre-emptive (priority) right in the manner specified in the proposed resolution is in the best economic interest of the company, as it shall allow the company to deleverage/decrease its debt. The increase the company's share capital by in-kind contribution is also required in order to meet the obligations to the corporate note (bond) holders under the agreement on corporate note subscription, with the issue of which the shareholder provided the funds required for refinancing of the so-called WGD (wide-Group debt) of the company POSLOVNI SISTEM MERCATOR d.d.

Ljubljana, July 28, 2021

President of the Management Board:

Tomislav Čizmić

Appendix to item 2 of the agenda:

- Report by the Management Board of Poslovni sistem Mercator, d.d., on justified cause for full omission of pre-emptive/priority right in the increase of share capital by new in-kind contributions

INFORMATION FOR THE SHAREHOLDERS

1. Total number of shares and voting rights as at the day of Shareholders Assembly convocation

As at the day of Shareholders Assembly convocation, the company has 6,090,943 ordinary registered no par value shares. Pursuant to the relevant legislation, each ordinary share carries one vote for its owner at the Shareholders Assembly. As at the day of Shareholders Assembly convocation, the company has 42,192 treasury shares which do not carry voting rights.

2. Information on additional items of the agenda

Shareholders whose combined shareholdings amount to one twentieth (five percent) of share capital, may request in writing after the convocation of the Shareholders Assembly an additional item of the agenda. A written proposal of the resolution on which the Shareholders Assembly should vote/decide, or an explanation of the agenda item in case no resolution is to be adopted with regard to a particular agenda item, shall be attached to the request. It shall suffice to send the request to the company no later than seven days after the announcement of Shareholders Assembly convocation.

Pursuant to Article 298, Paragraph three of the Companies Act (ZGD-1), the company Management Board shall announce those additional agenda items that are requested and submitted by the shareholders no later than seven days after the announcement of this Shareholders Assembly convocation.

The shareholders may submit the requests for additional items of the agenda to the company by electronic mail, to the address skupscina@mercator.si. Requests for additional agenda item submitted by electronic mail must be sent as a scanned image file attached to the e-mail message. The image file must include a handwritten signature of the natural person; in case of legal persons, such documents shall include the handwritten signature of the company representative as well as the seal of the person, if applicable. The company has the right to check the identity of the shareholder or, the person conferring the power of attorney by e-mail, as well the authenticity of the signature.

The additional agenda item shall only be discussed at the Shareholders Assembly if it is announced in the same way as the Shareholders Assembly convocation, no later than 14 days before the Shareholders Assembly; otherwise, it shall be discussed at the first subsequent Shareholders Assembly. The Management Board will provide in the same deadline and in the same way an announcement of the consolidated copy of the agenda.

3. Information on shareholder proposals

The shareholders may submit, in writing, resolution proposals to each item of the agenda. A shareholder proposal will only be announced by the company Management Board if the shareholder submits within seven days after the convocation of the Shareholders Assembly to the company a reasonably justified proposition, along with the statement of whether the shareholder will counter the proposal by the shareholder FORTENOVA GRUPA d.d., and whether the shareholder intends to convince other shareholders to vote for her/his proposal. The shareholder shall not be required to justify an election proposal.

The shareholders may also submit the resolution and election proposals to the company by electronic mail, to the address skupscina@mercator.si. Requests for additional agenda items or resolution or election/voting proposals submitted by electronic mail shall be sent as a scanned

image file attached to the e-mail message. The image file shall include a handwritten signature of the natural person; in case of legal persons, such documents shall include the handwritten signature of the company representative as well as the seal of the legal person, if applicable. The company has the right to check the identity of the shareholder or, the person conferring the power of attorney by e-mail, as well the authenticity of the signature.

The Management Board shall not announce the shareholder's proposal and the pertaining explanation in the following cases:

- if an announcement of the proposal would constitute a criminal or minor offence;
- if the proposal could lead to a Shareholders Assembly resolution that would be in breach of the legislation or the provisions of the Articles of Association;
- if the explanation of the proposal includes obviously wrong or misleading information or insults in its key points;
- if the shareholder's proposal with the same contents has already been submitted to the company Shareholders Assembly;
- if the same shareholder's proposal with essentially the same explanation has been submitted at two or more company Shareholders Assemblies in the last five years, and if less than one twentieth (five percent) of the represented share capital voted in favour of such proposal;
- if the shareholder makes it clear that she / he would not attend the Shareholders Assembly and would not be represented there; or
- if the shareholder has not upheld her or his submitted proposal at the Shareholders Assembly in the last two years, or did not do so via proxy.

The Management Board shall not announce the explanation to the proposal if it includes more than 3,000 characters. The Management Board has the right to announce any proposal and their respective explanations in a summary, if several shareholders submit their proposals on the same issue. Shareholder proposals that are not submitted to the company within seven days after the announcement of the Shareholders Assembly convocation and are presented at latest at the Shareholders Assembly shall be discussed at the Assembly.

4. Information on the shareholder's right to information

The Management Board shall provide reliable information on company affairs at the Shareholders Assembly, if such information is required for assessment of the agenda items. Upon questions posed by several shareholders with regard to the same issue, the Management Board may submit the information in a combined reply. The Management Board will submit information on legal and business relations of the company with its subsidiaries, if this is deemed necessary for assessment of the agenda.

Regardless of the provisions from the previous paragraph, the Management Board shall not be required to submit information in the following cases:

- if submitting the information is, by sound economic judgement, of such nature that it could cause injury to the company or an associated company;
- if the information is related to balancing and assessment methods, when the description of such methods in the appendix suffices for assessment of property, finance, and performance aspects of the company corresponding to the actual circumstances;
- if submitting such information would constitute a criminal or minor offence or non-compliance with sound business practice;
- if the information has already been announced on the company website in the FAQ section at least seven days before the Assembly.

If a shareholder is provided with information outside the Shareholders Assembly, the same information shall be submitted to any other shareholder upon their request, even if such information is not deemed necessary for assessment of the agenda item. If a shareholder is not provided with the required information at the Shareholders Assembly, they may request that their question and the reason for which access to information was denied be entered into the Assembly minutes.

5. Attendance conditions and assertion of voting rights

The Assembly may be attended and voted at only by those shareholders who are entered as shareholders in the central register of dematerialized securities as at **the end of the seventh day** before the Assembly session, i.e. on **August 25, 2021** (cut-off day), and who have registered their attendance at the Assembly in writing in such way that the Management Board receives the application no later than by **the end of the fourth day** before the Assembly session, i.e. on **August 28, 2021**. The application shall be submitted by regular mail to the address Mercator, d.d., Dunajska cesta 107, Ljubljana, Tajništvo pravnega sektorja (Legal Affairs Secretary Office). The applications to the Shareholders Assembly cannot be submitted using electronic means. Only applications with original signatures of the shareholders or their proxies shall be accepted and deemed valid. The Shareholders Assembly Application Form shall be available at the company website, and freely available at the company headquarters in Ljubljana, at Dunajska cesta 107, ground floor, each business day from the day of announcement of the convocation to the day of the Shareholders Assembly convention, from 9 a.m. to 2 p.m.

Each shareholder with the right to attend the Shareholders Assembly may also appoint a proxy to attend the Shareholders Assembly on their behalf and exercise their voting right. The power of attorney/authorization shall be submitted to the company in writing. The power of attorney/authorization shall remain in possession of the company. Proxy voting form shall be available at the company website; it is also freely available at the company headquarters at Ljubljana, Dunajska cesta 107 (ground floor), each workday from the day of announcement of the convocation to the day of the Shareholders Assembly session, from 9 a.m. to 2 p.m. The power of attorney/authorization may also be submitted to the company by electronic mail to the address skupscina@mercator.si, scanned into an image file and attached to the e-mail message. Such document shall include a handwritten signature of the natural person; in case of legal persons, such documents shall include the handwritten signature of the company representative as well as the seal of the person, if applicable. The company shall have the right to check the identity of the shareholder or, the person conferring the power of attorney by e-mail, as well the authenticity of the signature. The shareholders may also revoke the power of attorney/authorization in the same way it was submitted, at any time until the day of the Shareholders Assembly.

Processing of personal data submitted upon registration for the Shareholders Assembly, or by proxy, complete with data from the share register, is inevitably necessary for the organization and execution of the Shareholders Assembly. The company or its contractor providing technical and organizational aspects of the Shareholders Assembly shall process the personal data in compliance with the effective legislation on personal data protection.

The shareholders or their proxies or attorneys shall be obliged to prove their identity upon request by presenting a personal identification document and written authorization/power of attorney; in addition, statutory representatives shall also be required to present an extract from the judicial or business register.

As at the day of Shareholders Assembly convocation, the company has 6,090,943 ordinary registered no par value shares. Pursuant to the relevant legislation, each ordinary share carries one

vote for its owner at the Shareholders Assembly. As at the day of Shareholders Assembly convocation, the company has 42,192 treasury shares which do not carry voting rights.

The shareholders are kindly asked to consistently comply upon arrival to the Assembly with all measures intended to reduce the risk of an infection with COVID-19, in accordance with the then relevant regulations and recommendations by the National Institute of Public Health (NIJZ), and to register in the reception office of the Shareholders Assembly 30 minutes before the start of the session, where they will confirm their presence and claim their voting devices by signing the list of present shareholders. The room where the Shareholders Assembly is to take place will be open 30 minutes before the beginning of the session.

The Shareholders Assembly is convened for 3.30 p.m. In case of absence of quorum at such time, the Assembly shall be rescheduled for 4.30 p.m. on the same day at the same place, regardless of the percentage of total share capital represented at the Assembly.

President of the Management Board:
Tomislav Čizmić



Mercator

Pursuant to Article 337, Paragraph 4, of the Companies Act (hereinafter referred to as ZGD-1), the Management Board of the company POSLOVNI SISTEM MERCATOR d.d., Dunajska cesta 107, Ljubljana (hereinafter referred to as the Company), hereby submits the following

Report on justified cause for full omission of pre-emptive/priority right in the increase of share capital by new in-kind contributions

The shareholder FORTENOVA GRUPA d.d., holding an 89.11% share of the share capital of the company POSLOVNI SISTEM MERCATOR d.d., proposed to the Shareholders Assembly an increase of the company share capital by new in-kind contributions, from EUR 218,175,051.39 by EUR 5,970,011.94, so that the total company share capital after the increase amounts to EUR 224,145,063.33. For the purpose of the capital increase, 166,667 new dematerialized ordinary registered no par value shares with notional value of EUR 35.82 will be issued.

Pursuant to the "EUR 220,000,000 Super Subordinated Loan Agreement" dated June 26, 2014, concluded between the company POSLOVNI SISTEM MERCATOR d.d. as the borrower and the companies Agrokor Investments B.V. and Agrokor d.d. as the lenders, the company Agrokor Investments B.V. paid out to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the amount of EUR 200,000,000, and the company Agrokor d.d. paid out to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the amount of EUR 20,000,000.00. The receivable of the company Agrokor d.d. under the loan agreement "EUR 220.000.000 Super Subordinated Loan Agreement" dated June 26, 2014, was transferred to the company FORTENOVA GRUPA d.d.

Pursuant to the said agreement, the lender/creditor FORTENOVA GRUPA d.d. shall have the right to convert the loaned amount into the borrower's equity, subject to condition that the Shareholders Assembly of the company POSLOVNI SISTEM MERCATOR d.d. adopt a relevant resolution on the increase of share capital. Adoption of the proposed resolution will allow the company FORTENOVA GRUPA d.d. as a lender/creditor to convert its receivable/claim pertaining to the principal under the said loan agreement into equity (share capital) of the company POSLOVNI SISTEM MERCATOR d.d. The capital increase by in-kind contributions shall be reviewed by an auditor.

The emission value per one share is EUR 36, which is equal to the share price offered in the successfully completed takeover bid by the company FORTENOVA GRUPA d.d.

The resolution proposal by the shareholder FORTENOVA GRUPA d.d. expressly specifies that the pre-emptive/priority right of the existing shareholders to subscribe the new shares be omitted. Regardless of the fact that this is a capital increase by in-kind contribution, in which both the subject of the in-kind contributions and the person to provide the in-kind contributions are specified in the Shareholders Assembly convocation, the omission of pre-emptive right of the existing shareholders is necessary because the specific in-kind contribution can only be provided by a specific person. Full omission of the pre-emptive right in the manner specified in the proposed Shareholders Assembly resolution is in the best economic interest of the company, as it allows the company POSLOVNI SISTEM MERCATOR d.d. to deleverage/decrease its debt. At the same time, positive auditor's opinion regarding the capital increase by in-kind contributions will ensure the protection of interests of all shareholders. For that reason, we believe that omission of the pre-emptive right of the current

shareholders is justifiable, as it is the only way to attain the goal that is objectively in the best interest of the company.

Ljubljana, July 28, 2021

President of the Management Board
Tomislav Čizmić

Attendance Form

(First and last name, or company name of the shareholder)

(Address)

(Place and postal code)

(Unique personal identification number – for natural persons only)*

MERCATOR, d.d.

Office of the legal affairs secretary

Dunajska cesta 107

1000 LJUBLJANA

ATTENDANCE APPLICATION

for the 29th extraordinary shareholders assembly of MERCATOR, d.d.

The undersigned: _____
(First and last name of the shareholder, or first and last name of company representative and company name of the shareholder)

hereby announce

my attendance at the 29th extraordinary Shareholders Assembly of the company MERCATOR, d.d., convened to take place on September 1, 2021, at 3.30 p.m. at the company head offices in Ljubljana, Dunajska cesta 107.

I shall attend the said Shareholders Assembly (circle accordingly):

- in person
- by proxy

Date and place: _____

(Handwritten signature of the shareholder or their representative, and seal of the legal person, if applicable)

Appendix:

- authorization for representation at the Shareholders Assembly (only for attendance by proxy)
- extract from judicial or business register (for legal persons)

** Unique personal identification number – EMŠO – as a piece of personal information may only be used for the purpose of attendance and exercising the rights at the Shareholders Assembly. By signing this statement, the shareholder agrees to the use and processing of this information for the purposes of the Shareholders Assembly. The shareholder shall have the right to view, copy by hand or machine, amend, edit, block, or delete this information.*

Proxy form

(First and last name, or company name of the shareholder)

(Address)

(Place and postal code)

(Unique personal identification number – for natural persons only)*

MERCATOR, d.d.

Office of the legal affairs secretary

Dunajska cesta 107

1000 LJUBLJANA

AUTHORIZATION / POWER OF ATTORNEY

**for attendance and exercising the voting right at the 29th extraordinary Shareholders Assembly of
MERCATOR, d.d.**

The undersigned: _____

(First and last name of the shareholder, or first and last name of company representative and company name of the shareholder)

hereby authorize

(First and last name, address, and Unique personal identification number of the proxy)

to attend on my behalf and exercise my voting right at the 29st extraordinary Shareholders Assembly of the company MERCATOR, d.d., convened to take place on September 1, 2021, at 3.30 p.m., at the company head offices in Ljubljana, Dunajska cesta 107, for all shares of the issuer Mercator, d.d., symbol MELR, of which I am the owner. Upon request by the party convening the Assembly, the proxy shall provide proof of his or her identity by presenting a personal identification document.

Date and place: _____

(Handwritten signature of the shareholder or their representative, and seal of the legal person, if applicable)

** Unique personal identification number – EMŠO – as a piece of personal information may only be used for the purpose of attendance and exercising the rights at the Shareholders Assembly. By signing this statement, the shareholder agrees to the use and processing of this information for the purposes of the Shareholders Assembly. The shareholder shall have the right to view, copy by hand or machine, amend, edit, block, or delete this information.*



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

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

in po elektronski poti na
skupscina@mercator.si

and via e-mail to skupscina@mercator.si

Delničar FORTENOVA GRUPA d.d.,
Marijana Čavića 1, 10000 Zagreb, Republika
Hrvatska (v nadaljevanju: **Fortenova Grupa**)
na podlagi tretjega odstavka 295. člena
Zakona o gospodarskih družbah (v
nadaljevanju: **ZGD-1**) in določbe tretjega
odstavka 18. člena statuta družbe Poslovni
sistem Mercator d.d., Dunajska cesta 107,
1000 Ljubljana (v nadaljevanju: **Družba**),
vlaga naslednjo

Pursuant to the Paragraph 3 Article 295 of
the Slovenian Companies Act (hereinafter:
CA-1) and provision of the Paragraph 3
Article 18 of the articles of association of the
company Poslovni sistem Mercator d.d.,
Dunajska cesta 107, 1000 Ljubljana
(hereinafter: the **Company**), the shareholder
FORTENOVA GRUPA d.d., Marijana Čavića
1, 10000 Zagreb, the Republic of Croatia
(hereinafter: **Fortenova Group**), submits the
following

**ZAHTEVO ZA SKLIC
skupščine delničarjev družbe Poslovni
sistem Mercator d.d.**

**REQUEST FOR CONVOCATION
of the general meeting of shareholders
of the company Poslovni sistem
Mercator d.d.**

I. Izpolnjevanje pogoja iz 295. člena ZGD-1

Delničar Fortenova Grupa je v času te
zahteve imetnik 5.427.500 delnic Družbe z
oznako MELR, kar predstavlja 89,11%
osnovnega kapitala Družbe. Posledično je v
skladu z določbo tretjega odstavka 295.
člena ZGD-1 in tretjega odstavka 18. člena
statuta Družbe upravičen zahtevati, da
uprava Družbe skliče skupščino Družbe in na
dnevni red tako sklicane skupščine uvrsti
spodaj navedene točke dnevnega reda
skupaj s predlogi sklepov.

II. Predmet zahteve

Delničar Fortenova Grupa zahteva, da
uprava Družbe v skladu s četrnim odstavkom
295. člena ZGD-1 čimprej, vendar
najpozneje v enem mesecu, skliče
skupščino, ki mora zasedati najpozneje v
dveh mesecih od prejema te zahteve, z
dnevnim redom, ki je naveden v tej zahtevi.

**I. Fulfilment of conditions under Article
295 of CA-1**

At the moment of this request, Fortenova
Group is holder of 5,427,500 shares of the
Company with ticker MELR, which represent
89.11% of share capital of the Company.
Pursuant to the provisions of Paragraph 3
Article 295 of CA-1 and Paragraph 3 Article
18 of articles of association of the Company,
the shareholder is hence entitled to request
that the management board of the Company
convenes the general meeting of
shareholders of the Company and places on
the agenda the below listed points, together
with proposals of resolutions.

II. Subject of the request

The shareholder Fortenova Group requests
that pursuant the Paragraph 4 Article 295 of
the CA-1 the management board of the
Company as soon as possible, but no later
than in one month, convenes the general
meeting, which must be held at the latest in
two months after the receipt of this request,
with the agenda stated in this request.



Delničar Fortenova Grupa predlaga naslednji dnevni red skupščine in predloge sklepov:

1. Otvoritev skupščine, ugotovitev sklepčnosti, izvolitev organov skupščine

PREDLOG SKLEPA:

»Za predsednika skupščine se izvoli Pavle Pensa, odvetnik v Ljubljani.«

Obrazložitev predloga sklepa:

V skladu s statutom družbe skupščino vodi predsednik, ki ga na predlog sklicatelja izvolijo delničarji.

2. Povečanje osnovnega kapitala s stvarnimi vložki

PREDLOG SKLEPA:

»2.1 Osnovni kapital družbe POSLOVNI SISTEM MERCATOR d.d. se poveča z novim stvarnim vložkom iz 218.175.051,39 EUR za 5.970.011,94 EUR tako, da celotni osnovni kapital družbe po povečanju znaša 224.145.063,33 EUR.

2.2 Zaradi izvedbe povečanja osnovnega kapitala bo izdanih 166.667 novih nematerializiranih navadnih imenskih kosovnih delnic z ISIN kodo SI0031100082 in s pripadajočim zneskom 35,82 EUR, ki tvorijo isti razred z že izdanimi rednimi navadnimi imenskimi kosovnimi delnicami družbe in dajejo delničarjem (i) pravico do udeležbe pri upravljanju družbe, (ii) pravico do udeležbe pri dobičku družbe (dividendo) in (iii) pravico do sorazmernega dela preostalega dela premoženja po likvidaciji ali stečaju družbe.

2.3 Emisijski znesek 1 (ene) nove navadne imenske kosovne delnice je enak 36,00 EUR (šestintrideset evrov).

2.4 Nove delnice bodo izdane v nematerializirani obliki z vpisom v centralni register nematerializiranih vrednostnih papirjev pri KDD – Centralna klirinško

The shareholder Fortenova Group proposes the following agenda and proposals of resolutions:

1. Opening of the general meeting, establishment of the quorum, election of bodies of general meeting

PROPOSAL OF RESOLUTION:

“Attorney Pavle Pensa, who is based in Ljubljana, shall be elected as the chairman of the general meeting .”

Reasons for proposal of the resolution

In accordance with the company's articles of association the general meeting is to be chaired by the person, nominated by the convening person and elected by the shareholders.

2. Share capital increase with contribution in kind

PROPOSAL OF RESOLUTION:

“2.1 Share capital of the company POSLOVNI SISTEM MERCATOR d.d. shall be increased with new contribution in kind from EUR 218,175,051.39 for EUR 5,970,011.94, so that after the increase the entire share capital of the company amounts EUR 224,145,063.33.

2.2 As a result of share capital increase, 166,667 new book-entry ordinary registered no-par value shares with ISIN code SI0031100082 and with corresponding amount of EUR 35.82, which constitute the same class with the already issued ordinary registered no-par value shares of the company and give shareholders (i) the right to participate in governance of the company, (ii) the right to participate in profits of the company (dividend), and (iii) the right to proportional part of remaining assets after liquidation or bankruptcy of the company, shall be issued.

2.3 The issue amount of 1 (one) new ordinary registered no-par value share is equal to EUR 36,00 (thirty-six euros).

2.4 New shares will be issued in book-entry form with registration in the central register of book-entry securities with KDD – Central Securities Clearing Corporation, LLC. The



depotna družba, d.o.o. Delničar, ki vpiše in vplača nove delnice, se vpiše kot imetnik delnic v centralni register.

2.5 Prednostna pravica obstoječih delničarjev družbe do novih delnic se izključuje.

2.6 V roku za vpis in vplačilo novih delnic, ki bo na sedežu družbe od 3. dne od zasedanja skupščine do 25. dne od zasedanja skupščine, lahko nove delnice vpiše in vplača FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, Republika Hrvatska in sicer tako, da kot predmet stvarnega vložka prenese na družbo POSLOVNI SISTEM MERCATOR d.d. del svoje terjatve do družbe POSLOVNI SISTEM MERCATOR d.d., in sicer v znesku 6.000.012,00 EUR, kar predstavlja del terjatve na vračilo glavnice iz naslova posojilne pogodbe »EUR 220.000.000 Super Subordinated Loan Agreement« z dne 26. junija 2014, sklenjene med družbo POSLOVNI SISTEM MERCATOR d.d. kot posojilodajalcem in družbama Agrokor Investments B.V. in Agrokor d.d. kot posojilodajalcema, pri čemer je Agrokor d.d. kot prvotni posojilodajalec na podlagi navedene pogodbe izplačal družbi POSLOVNI SISTEM MERCATOR d.d. posojilo v višini glavnice 20.000.000,00 EUR, terjatve posojilodajalca Agrokor d.d. iz naslova navedene posojilne pogodbe pa so bile kasneje prenesene na družbo FORTENOVA GRUPA d.d. FORTENOVA GRUPA d.d. na podlagi vplačila stvarnega vložka (prenosa terjatve) pridobi eno novo nematerializirano navadno imensko kosovno delnico s pripadajočim zneskom 35,82 EUR za vsakih 36 EUR prenesene terjatve. Za stvarni vložek se tako zagotovi 166.667 novih nematerializiranih navadnih imenskih kosovnih delnic s pripadajočim zneskom 35,82 EUR.

2.7 Povečanje kapitala s stvarnimi vložki mora pregledati revizor.

2.8 Hkrati s podano izjavo o vpisu novih delnic je dolžan vpisnik vplačati prodajno

shareholder, who subscribes and pays new shares, is registered as a holder of shares in the central register.

2.5 Preference right of the existing shareholders of the company to new shares is excluded.

2.6 Within the deadline for subscription and payment of new shares, which will be possible at the seat of the company from the 3rd day after the general meeting until the 25th day after the general meeting, the new shares can be subscribed and paid by FORTENOVA GRUPA d.d., Marijana Čavića 1, 10000 Zagreb, the Republic of Croatia, by transferring as a contribution in kind to the company POSLOVNI SISTEM MERCATOR d.d. a part of its claim against the company POSLOVNI SISTEM MERCATOR d.d., namely a part of the claim in the amount of EUR 6,000,012.00, for repayment of the principal pursuant to the loan agreement "EUR 220.000.000 Super Subordinated Loan Agreement" dated 26 June 2014, concluded between the company POSLOVNI SISTEM MERCATOR d.d. as borrower and companies Agrokor Investments B.V. and Agrokor d.d. as lenders, while Agrokor d.d. as original lender has on the basis of the said agreement paid to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the principal amount of EUR 20,000,000.00, and Agrokor d.d.'s receivables resulting from the said loan agreement have been subsequently transferred to the company FORTENOVA GRUPA d.d. Based on the payment of the contribution in kind (transfer of claim), FORTENOVA GRUPA d.d. receives one new book-entry ordinary registered no-par value share with the corresponding amount of EUR 35,82 for each EUR 36 of the transferred claim. 166,667 new book-entry ordinary registered no-par value shares with the corresponding amount of EUR 35,82 are granted for contribution in kind.

2.7 The share capital increase with contributions in kind shall be reviewed by an auditor.

2.8 Concurrently with submitted subscription statement, the subscriber must pay the value



vrednost delnic v višini emisijskega zneska delnice iz točke 2.3 tega sklepa, pomnoženega s številom vpisanih novih delnic, in sicer tako da veljavno prenese terjatev v znesku 6.000.012,00 EUR, ki je navedena pod točko 2.6 tega sklepa, na družbo POSLOVNI SISTEM MERCATOR d.d.

2.9 Vpis delnic je veljaven, če so delnice tudi vplačane.

2.10 Končni znesek povečanja osnovnega kapitala je enak številu novo vpisanih in vplačanih delnic, pomnoženim s pripadajočim zneskom ene delnice v višini 35,82 EUR.

2.11 Nadzorni svet družbe je pooblaščen za sprejem sprememb in dopolnitev statuta družbe zaradi uskladitve njegovega besedila z izvedenim povečanjem osnovnega kapitala družbe.

2.12 Povečanje osnovnega kapitala začne veljati z dnem vpisa v sodni register.«

Obrazložitev predloga sklepa:

Na podlagi posojilne pogodbe »EUR 220.000.000 Super Subordinated Loan Agreement« z dne 26. junija 2014, sklenjene med družbo POSLOVNI SISTEM MERCATOR d.d. kot posojilojemalcem in družbama Agrokor Investments B.V. in Agrokor d.d. kot posojilodajalcema je Agrokor Investments B.V. izplačal družbi POSLOVNI SISTEM MERCATOR d.d. posojilo v višini 200.000.000,00 EUR in Agrokor d.d. izplačal družbi POSLOVNI SISTEM MERCATOR d.d. posojilo v višini 20.000.000,00 EUR. V skladu z navedeno pogodbo ima vsak imetnik posojilne terjatve pravico, da posojeni znesek, pod pogojem, da skupščina družbe POSLOVNI SISTEM MERCATOR d.d. sprejme ustrezen sklep o povečanju kapitala, konvertira v kapital posojilojemalca.

Terjatev iz naslova glavnice v višini 200.000.000,00 EUR je posojilodajalec Agrokor Investments B.V. konvertiral že leta

of shares equal to the issue amount of the share under the point 2.3 of this resolution, multiplied with the number of subscribed new shares, by validly transferring claim in the amount of EUR 6,000,012.00, which is described under point 2.6 of this resolution, to the company POSLOVNI SISTEM MERCATOR d.d.

2.9 Subscription of shares is valid if shares are paid.

2.10 Final amount of share capital increase is equal to the amount of newly subscribed and paid shares, multiplied with the corresponding amount of one share in the amount of EUR 35,82.

2.11 The supervisory board of the company is authorized to adopt changes and supplementations of articles of association of the company to align their text with the performed share capital increase of the company.

2.12 Share capital increase begins to be valid as of the registration in the court register.”

Reasons for proposal of the resolution

Pursuant to the “EUR 220.000.000 Super Subordinated Loan Agreement” dated 26 June 2014, concluded between the company POSLOVNI SISTEM MERCATOR d.d. as borrower and companies Agrokor Investments B.V. and Agrokor d.d. as lenders, Agrokor Investments B.V. paid to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the principal amount of EUR 200,000,000.00, and Agrokor d.d. paid to the company POSLOVNI SISTEM MERCATOR d.d. a loan in the principal amount of EUR 20,000,000.00. In accordance with the said agreement, each holder of the loan claim has a right to convert the loaned amount in the capital of the borrower, subject to the general meeting of POSLOVNI SISTEM MERCATOR d.d. adopting an appropriate resolution on share capital increase.

The claim resulting from principal amount of EUR 200,000,000.00, Agrokor Investments B.V. as lender already converted in 2014



2014 na podlagi sklepa sprejetega na 21. izredni skupščini družbe POSLOVNI SISTEM MERCATOR d.d. z dne 21. 10. 2014.

Terjatev družbe Agrokor d.d. na podlagi posojilne pogodbe »EUR 220.000.000 Super Subordinated Loan Agreement« z dne 26. junija 2014 je bila prenesena na družbo FORTENOVA GRUPA d.d. S sprejetjem predlaganega sklepa bo družbi FORTENOVA GRUPA d.d. omogočeno, da del svoje terjatve iz naslova glavnice po omenjeni posojilni pogodbi konvertira v osnovni kapital družbe POSLOVNI SISTEM MERCATOR d.d., in sicer del, ki znaša 6.000.012,00 EUR.

Emisijska vrednost ene delnice je 36 EUR in je tako enaka ceni iz prevzemne ponudbe družbe FORTENOVA GRUPA d.d., ki je bila objavljena in podana na podlagi dovoljenja Agencije za trg vrednostnih papirjev z dne 25. 05. 2021.

Glede na to, da gre za povečanje kapitala s stvarnim vložkom, pri katerem je potrebno že v sklicu skupščine navesti tako predmet stvarnega vložka, kot osebo, ki bo vložila stvarni vložek, je izključitev prednostne pravice obstoječih delničarjev nujna, saj lahko konkreten stvarni vložek prispeva le točno določena oseba. Izključitev prednostne pravice na način, določen v predlaganem sklepu, je v ekonomskem interesu družbe, saj se s tem zmanjšuje zadolženost družbe. Povečanje osnovnega kapitala s stvarnim vložkom je tudi potrebno, da bo omogočena izpolnitev obveznosti do imetnikov obveznic po pogodbi o vpisu obveznic, z izdajo katerih je delničar zagotovil denarna sredstva za refinanciranje t.i. WGD dolga družbe POSLOVNI SISTEM MERCATOR d.d.

based on the resolution adopted on the 21st extraordinary general meeting of the company POSLOVNI SISTEM MERCATOR d.d. dated 21 October 2014.

The claim of the company Agrokor d.d. on the basis of the loan agreement "EUR 220.000.000 Super Subordinated Loan Agreement" dated 26 June 2014 was transferred to the company FORTENOVA GRUPA d.d. With adoption of the proposed resolution, the company FORTENOVA GRUPA d.d. will be able to convert part of its claim resulting from the principal amount under the mentioned loan agreement into the share capital of the company POSLOVNI SISTEM MECATOR d.d., namely a part of the claim in the amount of EUR 6,000,012.00.

The issue amount of one share is EUR 36 and is equal to the price under the mandatory takeover offer of the company FORTENOVA GRUPA d.d., which was published and given on the basis of the authorization of the Slovenian Securities Agency dated 25 May 2021.

Considering the share capital increase with contribution in kind, where a convocation of the general meeting must include the object of contribution in kind as well as a person, which will contribute the contribution in kind, the exclusion of preference right of the existing shareholders is necessary, as the concrete contribution in kind can only be contributed by exactly determined person. Exclusion of the preference right, as set out in the proposed resolution, is in the economic interest of the company, as it decreases its indebtedness. The share capital increase is also necessary to enable fulfilment of obligations towards the noteholders under the subscription agreement for notes, with issuance of which the shareholder has guaranteed the funds for refinancing of the so-called WGD debt of the company POSLOVNI SISTEM MERCATOR d.d.



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Zagreb, dne 27. 07. 2021.

Fortenova grupa d.d.

Fabris Peruško, glavni izvršni direktor

James Pearson, izvršni direktor