

SUMMARY OF THE INTRODUCTORY DOCUMENT ON THE ISSUANCE AND OFFERING OF THE COMMERCIAL PAPER BY THE COMPANY POSLOVNI SISTEM MERCATOR, D.D.

1. COMMERCIAL PAPER ISSUER

Poslovni sistem Mercator, d.d., Dunajska cesta 107, 1000 Ljubljana (hereinafter referred to as the Company Mercator, d.d., or the Issuer).

SHARE CAPITAL

Share capital of the company Mercator, d.d., as registered with the share register amounts to EUR 157,128,514.53.

2. DESCRIPTION OF THE INSTRUMENT

Type of instrument: Commercial paper, registered to the holder's name, issued in dematerialized form

Issue size (tranche) Up to 10 million EUR, but the Issuer reserves the right to increase the aggregate nominal value of the issue (tranches).

Finally the issue size (tranche) is determined after receipt of commitments for subscription and payment

Maturity: 182 days from the day of the issue, i.e. April 01st 2013

The nominal value of the security 1,000.00 EUR

Purpose of the issue: Managing the maturity of the Issuer's assets and liabilities

Selling price Commercial paper shall be paid at discount. The selling price to be determined. Commercial papers are paid in euros.

Interest rate and method of interest calculation: 6-month (6M) EURIBOR + 400 b.p.

EURIBOR means the reference rate as defined by the Association of European banks (Europe Banking Federation) and represents an annual interest rate for interbank deposits in euros (EUR), linked to six months.

EURIBOR for the purpose of adjusting the selling price of notes on the working day before the payment of commercial paper, which is 09/28/2012. Source of information on the amount of 6M EURIBOR (ACT/360) is the official site of Bloomberg EBF1 28/09/2012 at 11 am in the morning at the central European time.

Performance threshold Performance threshold is not set.

Underlying assets or securities Settlement of liabilities and obligations pertaining to the commercial papers is guaranteed by the Issuer, against its

entire assets.

Quote

After completion of the sale and registration of holders of commercial paper in the central register at the KDD, Issuer will submit an application for listing of commercial paper in trading on the Ljubljana Stock Exchange.

Method of payment:

The entire principal shall be due for payment in a single payment on the date of maturity of the commercial paper.

If the day on which the liabilities pertaining to the commercial paper are due is not a business day in the Republic of Slovenia, the payment shall be made on the first business day after the date of maturity. In such case, the holder of the commercial paper shall not be entitled to any interest for the time from the maturity of the instrument until the first ensuing business day.

Business day shall be deemed to mean any day on which payments via the TARGET system can be made in the Republic of Slovenia in domestic currency to the accounts, i.e. during regular working hours on a day that is not Saturday, Sunday, state holiday or other holiday.

The Issuer shall redeem its liabilities pertaining to the commercial paper to the beneficiary's account of which the beneficiary shall notify the Issuer until such payment. Before paying or redeeming any liabilities pertaining to the commercial paper, the Issuer shall invite the beneficiaries for whom the Issuer has no information about a current account to submit such information.

If a beneficiary to any amount pertaining to the commercial paper fails to provide the information on their current account as per the provisions in the paragraph above by the last business day of the Central Securities Clearing Corporation (KDD) before the maturity day of the commercial paper, or if the information provided about the beneficiary or the current account is deficient to the extent that it does not allow the Issuer the payment to the beneficiary's account, the Issuer shall be obliged to pay out such sum as soon as possible, but no later than on the fifth business day after the information about the beneficiary and the beneficiary's current account was submitted fully and correctly as per this or the previous paragraph; in such case, the beneficiary shall not be entitled to any interest or other payment resulting from such delay.

Transferability:

After the issuance, the commercial papers shall be freely transferable pursuant to the provisions of the Act on Dematerialized Securities (Official Journal RS, no. 2/2007 – official consolidated text, 67/2007, 58/2009, hereinafter referred to as ZNVP), and the rules, regulations, and instructions regulating the operations of the Central Securities Clearing Corporation (KDD), d.d. (hereinafter referred to as: KDD), Tivolska cesta 48, SI - 1000 Ljubljana, or which are adopted by the KDD. Commercial papers shall be transferred by registering

such transaction with the central register.

Beneficiaries to payment of the principal:

A beneficiary to the payment of the principle shall by any holder of the commercial paper or any other beneficiary who is registered with the central register two business days before the maturity of the instrument.

Limitation / time-bar:

Any claims for payment of the principal shall be deemed void if they are not filed within five years from the maturity of the instrument.

Other rights related to the instrument:

Except for the claim to the Issuer for the payment of principal, the instrument shall not be deemed to bear any other right to the holder or other beneficiary registered with the central register; this includes the right to exchange the commercial paper for another type of instrument.

Holder of the commercial paper or other beneficiary registered with the central register shall not have the right to claim from the Issuer any premature payment of claims pertaining to the commercial paper before the maturity date.

The instrument does not include a clause or provision that would allow the Issuer the right to settle the commercial paper prematurely, before the maturity date.

Except for the holder of the commercial paper or other beneficiary registered with the central register, no person shall be entitled to assert the rights regarding the commercial paper. Regardless of this, the claim for the payment of any sum pertaining to the commercial paper may only be asserted by the beneficiary to such payment (as defined in the section Beneficiaries to payment of the principal).

Taxation:

If, in accordance with the valid regulations or their interpretation by the state bodies, the Issuer is obligated to deduct and pay any amount of tax on behalf of the beneficiary, the Issuer shall pay to the Beneficiary the amount due on commercial paper, minus the amount so withheld and paid.

The law by which to measure the obligations of the security:

In order to assess the rights and obligations of commercial paper (including in this order) and all non-business obligations, whether arising or in connection therewith, the Slovenian law shall be applicable.

Judicial protection in the realization of capital:

For all claims, actions and disputes arising from commercial paper, or in connection with it, the exclusive jurisdiction has court in Ljubljana.

3. OTHER RELEVANT FACTS REGARDING THE ISSUER

Risks related to the Issuer:

Before making a decision on the investment into commercial paper of the Issuer, the investors should diligently examine the information presented in the Introductory document. The description of key potential risks and the way in which they are managed in order to hedge or mitigate them as much as possible is presented in more detail in Chapter 1 of the Introductory document. The risk factors presented in the Introductory document may affect the capacity of the company Mercator, d.d., regarding the fulfilment of liabilities to the investors in the commercial paper.

The risk factors presented may not include all possible risk factors. Therefore, prospective investors should also take into consideration other factors that may affect their decision to invest in the commercial paper of the Issuer before making such decision.

Risks pertaining to commercial paper

Liquidity risk

The Issuer is planning to list the commercial paper for trading on the regulated market of the stock exchange. However, there is no guarantee that active trading with these instruments will develop by the time of their maturity. Furthermore, the Issuer has not made any agreement with any entity regarding any operations in the secondary market (or aftermarket) or regarding the provision of liquidity of the commercial paper. In case there is no active trading with the commercial paper, this could negatively affect the market price and the liquidity thereof.

Risk of default

The commercial paper is not backed by any underlying collateral or guarantee of the Issuer, related entity, or any other form of contract that would improve the level of priority of settlement or redemption before other creditors or claims or receivables by other creditors of the Issuer in any legal or economic aspect. Settlement of liabilities and obligations pertaining to the commercial papers is guaranteed by the Issuer, against its entire assets.

Interest rate risk

Commercial paper shall be paid up upon issuance at discount based on the fixed interest rate. Hence, they are not interest-bearing instruments and the amount of liability upon maturity of the commercial paper is fixed and therefore not exposed to interest rate risk.

4. BROKERAGE COMPANIES INVOLVED IN THE LISTING OF THE COMMERCIAL PAPER FOR TRADING ON THE REGULATED MARKET

All services regarding the listing of the commercial paper of the company Mercator, d.d., for trading in the regulated market, shall be provided by KD Banka, d.d.

5. SUMMARY OF THE INTRODUCTORY DOCUMENT INCLUDES ONLY BASIC INFORMATION ABOUT THE ISSUER, SO IT SHOULD BE READ AS AN INTRODUCTION TO THE INTRODUCTORY DOCUMENT. BEFORE ANY DECISION TO INVEST IN COMMERCIAL PAPERS INVESTORS SHOULD CONSIDERED THE OVERALL PRESENTATION DOCUMENT, WHICH CONTAINS MORE DETAILED INFORMATION ON THE LEAGAL SITUATION OF THE ISSUER, ITS FINANCIAL SITUATION, BUSINESS OPPORTUNITIES AND RIGHTS RESULTING FROM COMMERCIAL PAPERS.