

AGROKOR koncern za upravljanje društvima, proizvodnju i trgovinu poljoprivrednim proizvodima,
dioničko društvo
Trg Dražena Petroviča 3
10000 Zagreb
Republic of Croatia

POSLOVNI SISTEM MERCATOR, d.d.
Management Board
Dunajska cesta 107
1000 Ljubljana
Republic of Slovenia

NOTIFICATION OF TAKEOVER INTENT

Pursuant to Article 24 of the Takeovers Act (Official Journal of the Republic of Slovenia No. 79/06, as amended; hereinafter referred to as: "Takeovers Act") we hereby inform you that the company AGROKOR, koncern za upravljanje društvima, proizvodnju i trgovinu poljoprivrednim proizvodima, dioničko društvo, Trg Dražena Petroviča 3, Zagreb, Republic of Croatia, (hereinafter referred to as: "**AGROKOR d.d.**", or the "**Acquiring Party**") intends to announce a takeover bid for the acquisition of all outstanding ordinary freely transferable registered no-par value shares of the issuer POSLOVNI SISTEM MERCATOR d.d., headquartered at: Ljubljana, with business address at: Dunajska cesta 107, 1000 Ljubljana (hereinafter referred to as: "**MERCATOR, d.d.**" or "**Takeover Target**"), which are not currently held by the Acquiring Party.

The company MERCATOR, d.d., is the issuer of 3,765,361 ordinary freely transferable registered no-par value shares (hereinafter referred to as: "**Takeover Target Shares**"). All Takeover Target Shares are issued in book-entry (dematerialized) form and entered into the central securities register with the KDD – Central Securities Clearing Corporation (Centralna klirinško depotna družba, d.d., Ljubljana), with the symbol MELR. Takeover Target Shares are traded in the prime market of the Ljubljana Stock Exchange, d.d., Ljubljana.

With regard to the intended takeover bid for the Takeover Target Shares, Agrokor Investments B.V., limited liability company, incorporated and operating under the laws of the Netherlands, headquartered in Amsterdam, the Netherlands, with business address at Prins Bernhardplein 200, 1097 JB, Amsterdam, the Netherlands (hereinafter: "**Agrokor Investments**"), shall be deemed a person that operates in concert with the company AGROKOR, d.d., as the Acquiring Party, pursuant to the provisions of Article 8 of the Takeovers Act; however, Agrokor Investments is not the Acquiring Party as per the underlying takeover bid.

As at the day of announcement of the takeover intent, the Acquiring Party holds 2,000,278 shares of the Takeover Target, which represents 53.12% of all Takeover Target Shares, while Agrokor Investments does not hold any Takeover Target Shares as at the said day. The takeover intent by the company AGROKOR, d.d., for the Takeover Target Shares, thus pertains to the 3,765,361 Takeover

Target Shares, minus the 2,000,278 Takeover Target Shares already held by the Acquiring Party, i.e. to the remaining 1,765,083 outstanding Takeover Target Shares.

Pursuant to the Article 24 of the Takeovers Act, the Acquiring Party informed the Securities Market Agency, Competition Protection Office of the Republic of Slovenia, Management Board of the company MERCATOR, d.d., employees of the company MERCATOR, d.d., or their representatives, and the employees of the company AGROKOR, d.d., or their representatives, about the takeover intent, and announced the takeover intent in the Finance daily paper on July 2, 2014.

The Acquiring Party shall announce a takeover bid for the acquisition of all shares of the company MERCATOR, d.d., not held by the Acquiring Party, no later than in thirty days and no sooner than in ten days after the announcement of this takeover intent.

In exchange for the Takeover Target Shares subject to the takeover bid, the Acquiring Party intends to offer payment of the entire price in cash. The Acquiring Party intends to offer as payment for each Takeover Target Share subject to the takeover bid an amount of EUR 86.00 per share.

Takeover activities and operations shall be managed on behalf of and for the account of the Acquiring Party by the brokerage company ALTA Invest, investicijske storitve, d.d., Železna cesta 18, 1000 Ljubljana.

In Zagreb, on this July 1, 2014

AGROKOR, d.d.

Ivica Todorić

President of the Management Board