

**Main emphases on adopted resolutions of the 20th regular Shareholders Assembly of the company Poslovni sistem Mercator, d.d., held on Friday, August 29, 2014, at the headquarters of the company Poslovni sistem Mercator, d.d.**

**1st Item of the Agenda: 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.*

**The resolution was adopted.**

**2nd Item of the Agenda: Presentation of Annual Report and the Supervisory Board Report on the results of Annual Report review and audit for the 2013 fiscal year; information on the offsetting of net loss; 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 PROPOSALS:

**A) Granting discharge from liability to the company Supervisory Board for the fiscal year 2013**

*The Shareholders Assembly grants discharge from liability to the company Supervisory Board for the fiscal year 2013.*

**The resolution was adopted.**

**B) Granting discharge from liability to the company Management Board for the fiscal year 2013**

*The Shareholders Assembly grants discharge from liability to the company Management Board for the fiscal year 2013.*

**The resolution was adopted.**

**3rd Item of the Agenda: Appointment of a certified auditing company for the year 2014**

**RESOLUTION PROPOSAL:**

*The auditing company DELOITTE REVIZIJA, d.o.o., Dunajska cesta 165, Ljubljana, shall be appointed as the company auditor for 2014.*

**The resolution was adopted.**

**4th Item of the Agenda: Changes and amendments to Article 37 of the company Articles of Association**

**RESOLUTION PROPOSAL:**

*Article 37, Paragraph 4 of the company Articles of Association shall be changed and amended to the following wording: "Supervisory Board sessions shall be attended by Supervisory Board and Management Board members, and invited experts or individuals presenting relevant reports; the Supervisory Board may also invite other persons to be present during discussion of particular agenda items, if their presence is required for such discussion."*

**The resolution was adopted.**

**5th Item of the Agenda: Information about the resignation of Supervisory Board members**

**RESOLUTION PROPOSAL:**

*The Shareholders Assembly is informed about the following resignations:*

- *as of June 27, 2014, Mr Bojan Brank resigned as the Supervisory Board member representing shareholder interests;*
- *on August 4, 2014, Mr Matej Lahovnik resigned as the Supervisory Board Chairman and Supervisory Board member representing shareholder interests, effective as of August 28, 2014;*
- *on of August 4, 2014, Mr Rok Rozman resigned as the Supervisory Board Deputy Chairman and Supervisory Board member representing shareholder interests, effective as of August 28, 2014;*
- *on of August 4, 2014, Mr Boris Galić resigned as the Supervisory member representing shareholder interests, effective as of August 28, 2014;*
- *on of August 4, 2014, Mr Zdenko Podlesnik resigned as the Supervisory member representing shareholder interests, effective as of August 28, 2014; and*
- *on of August 4, 2014, Mrs Marjeta Zevnik resigned as the Supervisory member representing shareholder interests, effective as of August 28, 2014;*

**The resolution was adopted.**

## **6th Item of the Agenda: Appointment of new Supervisory Board members**

### **RESOLUTION PROPOSALS:**

#### ***Resolution proposal to agenda item 6.1***

- 6.1 *The Shareholders Assembly hereby appoints Damir Kuštrak, residing at Nova Ves 28, 10000 Zagreb, Croatia, as Supervisory Board member representing shareholder interests, for a term starting on the day of appointment at the Shareholders Assembly and lasting four (4) years.*

**The resolution was adopted.**

#### ***Resolution proposal to agenda item 6.2***

- 6.2 *The Shareholders Assembly hereby appoints Ante Todorić, residing at Himper 5/4, 10000 Zagreb, Croatia, as Supervisory Board member representing shareholder interests, for a term starting on the day of appointment at the Shareholders Assembly and lasting four (4) years.*

**The resolution was adopted.**

#### ***Resolution proposal to agenda item 6.3***

- 6.3 *The Shareholders Assembly hereby appoints Ivan Crnjac, residing at Šestinski vrh 42, 10000 Zagreb, Croatia, as Supervisory Board member representing shareholder interests, for a term starting on the day of appointment at the Shareholders Assembly and lasting four (4) years.*

**The resolution was adopted.**

#### ***Resolution proposal to agenda item 6.4***

- 6.4 *The Shareholders Assembly hereby appoints Matej Lahovnik, residing at Cesta talcev 4, 3320 Velenje, as Supervisory Board member representing shareholder interests, for a term starting on the day of appointment at the Shareholders Assembly and lasting four (4) years.*

**The resolution was adopted.**

#### ***Resolution proposal to agenda item 6.5***

- 6.5 *The Shareholders Assembly hereby appoints Darko Knez, residing at Ive Serdara 7, 10000 Zagreb, Croatia, as Supervisory Board member representing shareholder interests, for a term starting on the day of appointment at the Shareholders Assembly and lasting four (4) years.*

**The resolution was adopted.**

**Resolution proposal to agenda item 6.6**

6.6 *The Shareholders Assembly hereby appoints Ivica Mudrinić, residing at Graščica 2A, 10000 Zagreb, Croatia, as Supervisory Board member representing shareholder interests, for a term starting on the day of appointment at the Shareholders Assembly and lasting four (4) years.*

**The resolution was adopted.**

Poslovni sistem Mercator, d.d.  
Management Board